

June 9, 2017

**CONFIDENTIAL SETTLEMENT
NEGOTIATION**

Via E-Mail & FedEx

Mr. Eric J. Wilson
Deputy Director for Enforcement and Homeland
Security
Emergency and Remedial Response Division
United States Environmental Protection Agency
Region 2
290 Broadway
Mail Code: 17th FL
New York, NY 10007-1866
Wilson.ericj@epa.gov

Via E-Mail & FedEx

Mr. Juan M. Fajardo
Assistant Regional Counsel
United States Environmental Protection Agency
Region 2
290 Broadway
Mail Code: 17th FL
New York, NY 10007-1866
Fajardo.juan@epa.gov

Re: Diamond Alkali Superfund Site, Lower 8.3 Miles of Lower
Passaic River, Essex and Hudson Counties, New Jersey

Dear Messrs. Wilson and Fajardo:

ESG Holdings, LLC ("ESGH") is willing to pay up to \$1,120,000 million in settlement of any liability of Everett Smith Group, Ltd. and its subsidiaries or predecessors, arising from the Diamond Alkali Site (the "Site"), provided that the settlement can be finalized in a prompt manner. While the alleged liability exposure of Everett Smith Group, Ltd. and its subsidiaries or predecessors ("ESG") at the Site is, at the very most, *de minimis* in nature, ESGH is willing to make this proactive settlement offer, reflecting a significant premium, in light of very unique business circumstances applicable only to it.

Our firm represents ESGH and ESG in this matter. In 2015, ESGH sold the stock of ESG to Lear Corporation. In light of ESGH's comfort that ESG had little to no liability exposure relative to the Site, ESGH agreed to indemnify Lear Corporation for any liability of ESG associated with the Site. The indemnity obligation was secured by a portion of the purchase price proceeds held in escrow by a third party bank. The escrow funds were scheduled to be released to ESGH on July 5, 2016. However, in a letter dated July 1, 2016, Lear Corporation, unexpectedly and notwithstanding its own evaluation of risk exposure at the Site prior to signing the purchase agreement, took action to prevent the release of all of the escrow funds, based solely on ESG's alleged joint and several liability as a potentially responsible party ("PRP") at the Site. Because

Mr. Eric J. Wilson
Mr. Juan M. Fajardo
June 9, 2017
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Lear Corporation's action is an unreasonable attempt to prevent the release of the entirety of the escrow funds pending full resolution of ESG's potential liability at the Site, ESGH promptly initiated litigation against Lear Corporation for a breach of the escrow agreement.¹ That litigation remains pending. While ESGH is confident of its likelihood of success in the litigation, it is cognizant that the court system too often does not process litigation in a prompt manner. As a result and with an interest in retrieving the balance of the escrow funds in short order, ESGH would like to discuss prompt resolution of this matter with the United States Environmental Protection Agency ("U.S. EPA"). If we can reach a prompt resolution before material litigation expenses are incurred, ESGH is willing to pay a significant premium to the U.S. EPA – one that is not likely applicable to any other PRP with similar limited exposure.

As you know, ESG received the March 31, 2016 correspondence from U.S. EPA regarding OU2 of the Site. ESG also received U.S. EPA's correspondence dated March 30, 2017 and May 17, 2017 regarding an opportunity for an early cash out settlement offer made by U.S. EPA to 20 parties. ESG was not offered the early cash out settlement at this time. Although we recognize that U.S. EPA is reluctant to negotiate with additional cash out parties, we are requesting an opportunity to meet to discuss ESG's unique circumstances. We believe that U.S. EPA should include ESG in an early cash out settlement because of its unique situation, and ESG is willing to accept a settlement that is four times the amount U.S. EPA has offered to the early cash out parties - effectively adding a significant premium to the usual *de minimis* settlement premium. The purpose of the added layer of premium is to remove any doubt as to whether the expedited settlement with ESG is in the best interests of the U.S. EPA and the other potentially responsible parties.

ESG received the U.S. EPA notice letter because of the potential liability of Blanchard Bro. & Lane, Inc. ("Blanchard"). We understand that Blanchard is one of the parties that the cooperating parties group proposed adding to the PRP list for the Site. As explained further below, the relevant Blanchard entity was incorporated in 1937 and operated a leather tanning and finishing facility on Bruen Street in Newark (a quarter mile away from the river) only until 1939. There was no direct discharge from this facility – as the Lower Passaic Study Group correctly noted, the Passaic Valley Sewerage Commission system was established in 1924 and the system's outfall deliberately bypasses both the Passaic River and Newark Bay.

Information provided by the Lower Passaic River Study Group relating to ESG's potential liability associated with Blanchard's activity is inaccurate and misleading. First, ESG has previously detailed the corporate history and the critical fact is the entity that became a subsidiary of the Eagle Ottawa Corporation was incorporated in 1937 and only operated at 20 Bruen Street until 1939. The corporate history of Blanchard, as well as an unrelated entity that the Study Group has

¹ *ESG Holdings, LLC v. Lear Corporation*, C.A. No. 16-743-LPS (D. Del.)



FOLEY & LARDNER LLP

Mr. Eric J. Wilson
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focused on, is attached as Exhibit A to this correspondence. Second, the Study Group materials relating to the potential discharges of hazardous substances by Blanchard are tenuous and speculative. None of the reference materials provided by the Study Group to support the inclusion of Blanchard, include any of the Lower Passaic River contaminants of concern.

Even assuming, *arguendo*, that ESG has some corporate responsibility for discharges of hazardous substances by Blanchard during its two-year period of operations at Bruen Street, any such potential liability is based largely on speculation and would be *de minimis* at most. Moreover, as U.S. EPA has recognized, the inability or unwillingness of the cooperating parties group to engage in meaningful *de minimis* settlement discussions places *de minimis* parties such as ESG in an untenable situation. The transaction costs of participating at this Site, even at a *de minimis* level, are disproportionate to any potential liability.

All of these factors are magnified in the case of ESG, where another party is refusing to release a portion of the proceeds from a 2015 sale until this potential *de minimis* liability is resolved. Even the process of a third party allocator adds additional cost and delay to the resolution of this matter for ESG. These factors all contribute to ESGH's willingness to pay a significant premium to resolve this matter promptly. We must emphasize, however, that ESGH's incentive to enter into this settlement is premised on a prompt resolution, and if a settlement is delayed, ESGH will expect that its potential liability is resolved consistent with other *de minimis* parties.

We are available to meet in your offices at your convenience.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Linda Benfield', written in a cursive style.

Linda E. Benfield

Cc via email: Walter Mugdan (walter.mugdan@epa.gov)
David Farer, Esq.

APPENDIX A

The entity that became a subsidiary of the Eagle Ottawa Corporation was incorporated in 1937 and only operated at 20 Bruen Street until 1939:

1887: An entity named Blanchard Bro. & Lane was incorporated in 1887 (hereinafter “Blanchard 1887”). *See* Exhibit 1 (New Jersey Secretary of State, Corporations of New Jersey, List of Certificates, 1914, p. 79).

1887: Blanchard 1887 purchased the Bruen Street property in 1887. *See* Exhibit 2, pp. 11-18 (Property Title).

May 3, 1937: The Bruen Street property was sold by Blanchard 1887 to Frank Deckert. *See* Exhibit 2, pp. 19-25 (Property Title). This sale was accompanied by a stamp of the common seal of “Blanchard Bro. & Lane, Incorporated 1887”. *Id.* p. 24.

June 29, 1937: Blanchard Bro. & Lane was incorporated (hereinafter “Blanchard”). *See* Exhibit 3 (New Jersey Secretary of State Records indicating Original Corporate Certificate issued June 29, 1937); Exhibit 2, p. 35 (displaying the stamp of the common seal of “Blanchard Bro. & Lane, Incorporated 1937”). Neither ESG nor the cooperating parties group has located any information to demonstrate any corporate relationship of any kind between Blanchard 1887 and Blanchard.

July 1, 1937: Frank Deckert sold the Bruen Street property to Blanchard. *See* Exhibit 2, pp. 25-29 (Property Title).

1937: Blanchard 1887 was dissolved. *See* Exhibit 1 (Blanchard 1887 existence terminates November 11, 1937); Exhibit 4, p. 180 (Statutes of New Jersey, Section V; corporate existence is limited to 50 years).

December 1939: Blanchard closed its facility at Bruen Street. *See* Exhibit 5 (1939 Amendment of Articles of Incorporation indicating address of the business at Frelinghuysen Ave.). The Bruen Street property was then sold to Ironbound Land Development Company. *See* Exhibit 2, pp. 30-35 (Property Title).

Exhibit 1

CORPORATIONS

OF NEW JERSEY

LIST OF CERTIFICATES

TO DECEMBER 31, 1911

COMPILED BY THE SECRETARY OF STATE.

TRENTON, N. J.
MacCrellish & Quigley, State Printers, Opposite Post Office.

1914

CORPORATE CERTIFICATES.

79

NAME OF INCORPORATION AND LOCATION OF PRINCIPAL OFFICE IN NEW JERSEY.	Act Under Which Incorporated.	Date of Filing Certificate.	Existence.	Capital Stock Authorized.	Per Value of Shares.	Commenced Business With.
Blackburn Smith Co.—1 Exchange Place, Jersey City, Agent, David F. Edwards.	Corp. Act.	June 18, 1902	Perpetual.	\$10,000	\$10	\$1,000
Blackburn Straw Braid Sewing Machine Co.—Beverly, Agent, The Corporation Trust Co.	Corp. Act.	Mar. 23, 1883	.....	150,000	10	150,000
Black Diamond Coal Co.—15 Exchange Place, Jersey City, Capital stock increased to \$225,000, October 1, 1900.	Corp. Act.	April 5, 1885	.....	150,000	1	150,000
Black Diamond Hange Company—8 Clinton St., Newark, Agent, Charles B. Gurney. Amended certificate of incorporation, October 2, 1911.	Corp. Act.	Oct. 18, 1910	Perpetual.	125,000	100	1,000
Black Diamond Transportation Company—1 Montgomery St., Jersey City, Agent, George W. Flacke.	Corp. Act.	Sept. 9, 1911	Perpetual.	75,000	100	75,000
Blackfox Brick Company—418 Market St., Camden, Agent, New Jersey Corporation Guarantee and Trust Co. Name changed from William Stuart Co., July 28, 1906. Capital stock increased to \$150,000, August 8, 1910.	Corp. Act.	.....	.....	.....	.....	.....
Black Hawk Tribe No. 7 of the Afro American Red Men and Daughters of Pochontas—1207 1/2 Arctic Ave., Atlantic City, Agent, John O. Thomas.	April 21, 1898	Mar. 19, 1906	.....	.....	.....	.....
Black Horse Tobacco Co.—110 First St., Jersey City, Agent, C. A. Hopman. Payment of capital stock to \$50,000, May 24, 1904. Capital stock increased to \$200,000, February 15, 1907. Capital stock increased to \$300,000, June 4, 1908.	Corp. Act.	Mar. 21, 1904	Perpetual.	50,000	100	1,000
Black Prince Drum and Pipe Corps—108 Market St., Newark, Agent, Alfred Garlick.	April 21, 1898	April 5, 1905	.....	.....	.....	.....
Blackstone Building Co.—20 Real Estate and Law Bldg., Atlantic City, .. Agent, George A. Bourgeois. Charter declared void, January 25, 1906; reinstated, April 24, 1907.	Corp. Act.	May 9, 1901	Perpetual.	125,000	100	1,000
Blackstone Publishing Co.—Camden, Agent, Corporation Trust Co.	Corp. Act.	Mar. 4, 1886	Feb. 27, 1936	3,000	5	3,000
Blackstone Theatre Company—15 Exchange Place, Jersey City, Agent, Corporation Trust Co.	Corp. Act.	Dec. 5, 1910	Perpetual.	15,000	100	1,000
Blackthorne Athletic Club—154 Market St., Paterson, Agent, William Donovan.	April 21, 1898	Nov. 14, 1904	.....	.....	.....	.....
Black Warrior Coal & Coke Company, Inc.—419 Market St., Camden, Agent, New Jersey Corporation Guarantee and Trust Co.	Corp. Act.	April 21, 1909	Perpetual.	1,000,000	100	1,000
Blackwell Realty Corporation—800 Broad St., Newark, Agent, Henry Hahn.	Corp. Act.	Aug. 17, 1909	Perpetual.	10,000	10	10,000
Blackwell's Durham Tobacco Co.—110 First St., Jersey City, Agent, C. A. Hopman. Payment of capital stock to \$1,000,000, April 29, 1901.	Corp. Act.	Mar. 22, 1901	Perpetual.	1,000,000	100	1,000
Blackwood Baptist Church, Name changed from Blackwoodtown Baptist Church, November 12, 1894.	Corp. Act.	.....	.....	.....	.....	.....
Blackwood Coal and Coke Co.—Herbert and Market Sts., Perth Amboy, .. Agent, Charles F. Eliert. Capital stock increased to \$400,000, January 30, 1906. Payment of capital stock to \$100,000, May 11, 1906.	Corp. Act.	April 30, 1903	Perpetual.	250,000	100	1,500
Blackwood Country Club—Blackwood, Agent, Dr. A. L. LeFerre.	April 21, 1898	April 27, 1903	.....	.....	.....	.....
Blackwood Grange, No. 90—Blackwood, Agent, Charles O. Stevenson.	April 21, 1898	Aug. 12, 1907	.....	.....	.....	.....
Blackwood Improvement Co.—418 Market St., Camden, Agent, New Jersey Corporation Guarantee and Trust Co.	Corp. Act.	Feb. 14, 1906	Perpetual.	100,000	50	1,000
Blackwoodtown Baptist Church, Name changed to Blackwood Baptist Church, November 12, 1894.	Corp. Act.	.....	.....	.....	.....	.....
Blackwoodtown and White Horse Railroad Co., Charter, P. L. 1869, p. 990.	April 21, 1876	Mar. 19, 1906	Perpetual.	25,000	25	.....
Blackwood Water Co.—Blackwood, Agent, Edwin L. Wilcox.	Corp. Act.	Oct. 31, 1905	Perpetual.	50,000	100	10,000
Blair & Healy Inc.—River Road, New Brunswick, Agent, Hugh R. Healy, Jr. Certificate changing office, May 24, 1896. Certificate changing office, April 8, 1907.	Corp. Act.	Jan. 12, 1889	Jan. 10, 1939	20,000	100	8,000
Blair Manufacturing Co.—Camden, Survey of route, Blairstown to Free-town, September 7, 1876. Survey of route to Delaware Station, August 24, 1877. Consolidated with the New York, Susquehanna and Western Rail- road Co., January 24, 1883. Recorded Book F, p. 427.	Railroad Act.	July 18, 1876	998 Years.	300,000	100	.....
Blake and Knowles Steam Pump Works—248 Washington St., Jersey City, Agent, Charles N. King. Payment of capital stock to \$1,455,000, October 1, 1903.	Corp. Act.	April 30, 1903	Perpetual.	1,455,000	45.50	1,212.50
Blakely Manufacturing Co.—15 Exchange Place, Jersey City, Agent, John J. Treacy.	Corp. Act.	July 18, 1905	Perpetual.	40,000	100	1,000
Blake Publishing Co.—115 Market St., Camden, Agent, Melvin M. Garrison.	Corp. Act.	April 26, 1909	Perpetual.	10,000	1	1,000
Blakeslee-Britton Company—2565 Hudson Boulevard, Jersey City, Agent, George E. Blakeslee. Amended certificate of incorporation, changing name to Blakeslee Motor Company, September 7, 1911.	Corp. Act.	Feb. 2, 1910	Perpetual.	50,000	100	8,000
Blake-Yerkes Co., Inc.—1 North Main St., Pleasantville, Agent, J. Edward Blake, Jr.	Corp. Act.	Nov. 28, 1911	Perpetual.	25,000	25	1,000
Blanchard Bro. and Lane—20 Bruen St., Newark, Agent, Matthew T. Guy.	Corp. Act.	Nov. 12, 1887	Nov. 11, 1937	400,600	100	10,000
Blanchette Paint Company—224 McWhorter St., Newark, Agent, Henry C. Ware.	Corp. Act.	Oct. 31, 1910	Perpetual.	100,000	100	1,000

Exhibit 2

Your Ref: DEED CHAIN SEARCH

Order No: 2010-50120

COMMITMENT FOR TITLE INSURANCE

Issued by

CHICAGO TITLE INSURANCE COMPANY

CHICAGO TITLE INSURANCE COMPANY, a Nebraska corporation ("Company"), for a valuable consideration, commits to issue its policy or policies of title insurance, as identified in Schedule A, in favor of the Proposed Insured named in Schedule A, as owner or mortgagee of the estate or interest in the land described or referred to in Schedule A, upon payment of the premiums and charges and compliance with the Requirements; all subject to the provisions of Schedules A and B and to the Conditions of this Commitment.

This Commitment shall be effective only when the identity of the Proposed Insured and the amount of the policy or policies committed for have been inserted in Schedule A by the Company.

All liability and obligation under this Commitment shall cease and terminate 6 months after the Effective Date or when the policy or policies committed for shall issue, whichever first occurs, provided that the failure to issue the policy or policies is not the fault of the Company.

The Company will provide a sample of the policy form upon request.

IN WITNESS WHEREOF, CHICAGO TITLE INSURANCE COMPANY has caused its corporate name and seal to be affixed by its duly authorized officers on the date shown in Schedule A.

Issued by:

CHICAGO TITLE INSURANCE COMPANY
2 UNIVERSITY PLZ STE 206
HACKENSACK NJ 07601
Tel (201)489-5000 Fax (201)489-5336



Countersigned

Authorized Signatory

CHICAGO TITLE INSURANCE COMPANY

By:

Raymond R. Quirk
President

By:

Michael I. Gravelle
Secretary

Issued By:

CHICAGO TITLE INSURANCE COMPANY

Schedule A

2 UNIVERSITY PLZ STE 206, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

Your Reference: **DEED CHAIN SEARCH**

This Commitment expires six (6) months after the Commitment Date.

Title No: **2010-50120**

Title Officer: **M. ANN TYRPAK EXT. 420**

Escrow Officer:

Escrow No.:

Loan No.: **N/A**

File No.:

Address Reference: **20-26 BRUEN STREET, NEWARK, NEW JERSEY 07105**

1. Effective Date: **February 2, 2010**

2. Policy or Policies to be issued:

a. Owner's Policy:

Proposed Insured:

b. Owner's Policy:

Proposed Insured:

c. Loan Policy:

Proposed Insured:

Borrower:

d. Loan Policy:

Proposed Insured:

Borrower:

3. The estate or interest in the land described or referred to in this Commitment is:

FEE SIMPLE

4. Title to the **FEE SIMPLE**

estate or interest in the land is at the Effective Date vested in:

THE AURILYTE PROCESS CO. INC. BY DEED FROM MC WHORTER REALTY CO., A N.J. CORP. DATED DECEMBER 11, 1981, RECORDED DECEMBER 14, 1981 IN THE OFFICE OF THE CLERK/REGISTER OF ESSEX COUNTY, IN DEED BOOK 4737, PAGE 266.

5. The land referred to in this policy is described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

This Commitment is valid only if Schedule B is attached.

Issued By:

CHICAGO TITLE INSURANCE COMPANY

2 UNIVERSITY PLZ STE 206, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

SCHEDULE A
(continued)

Your Reference: DEED CHAIN SEARCH

Title No:

2010-50120

LEGAL DESCRIPTION
EXHIBIT "A"

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF ESSEX, STATE OF NEW JERSEY, AND IS DESCRIBED AS FOLLOWS:

ALL THAT CERTAIN TRACT, PARCEL AND LOT OF LAND LYING AND BEING SITUATE IN THE CITY OF NEWARK, COUNTY OF ESSEX, STATE OF NEW JERSEY, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

SET FORTH IN DEED BOOK 4737 PAGE 266

BEING ALSO KNOWN AS (REPORTED FOR INFORMATIONAL PURPOSES ONLY):

LOT 20, BLOCK 183, ON THE OFFICIAL TAX MAP OF THE CITY OF NEWARK, COUNTY OF ESSEX, STATE OF NEW JERSEY.

Issued By:

CHICAGO TITLE INSURANCE COMPANY

2 UNIVERSITY PLZ STE 206, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

Schedule B - Section I

Your Reference: **DEED CHAIN SEARCH**

This Commitment expires six (6) months after the Commitment Date.

Title No: **2010-50120**

**SCHEDULE B - SECTION I
REQUIREMENTS**

The following are the requirements to be complied with:

- 1.1 Instrument(s) creating the estate or interest to be insured must be approved, executed, delivered, recorded and properly indexed in the land records.
- 1.2 Payment of the full consideration to, or for the account of, the grantor(s) and/or mortgagor(s).
- 1.3 Payment of all applicable rates and charges to the company.
- 1.4 If the present transaction is an assignment of a mortgage or lease, an estoppel certificate executed by the owner of the fee must be obtained.
- 1.5 If the present transaction consists in whole or in part of a conveyance, mortgage or lease by a corporation, a certified copy of the Resolution of the Board of Directors authorizing the transaction together with a certificate that the corporation is solvent and the By-Laws have been complied with must be obtained.
- 1.6 An affidavit of title executed by the seller(s) and/or mortgagor(s) must be obtained and the facts set forth therein must be considered.
- 1.7 The Company requires that you order a title continuation search ("Run-Down" or "Bring-Down") at least 24 hours prior to the scheduled closing or settlement. If the date of closing or settlement is postponed, you must order a new title continuation search.
- 1.8 The Company requires that a Notice of Settlement in connection with this transaction be filed, pursuant to N.J.S.A. 46:16A-1, et seq., as nearly as possible to (but not more than) forty-five (45) days prior to the anticipated closing date. If the closing is postponed to a date which is more than forty-five (45) days after the filing of the Notice of Settlement, another Notice of Settlement must be filed in a timely fashion.

A THE COMPANY'S LIABILITY FOR THIS REPORT IS LIMITED TO \$500.00. NO LIABILITY IS ASSUMED FOR ITEMS NOT INDEXED OR MIS-INDEXED, OR FOR MATTERS WHICH WOULD BE DISCLOSED BY AN ACCURATE SURVEY AND INSPECTION OF THE PREMISES. THIS REPORT AND THE LEGAL DESCRIPTION GIVEN HEREIN ARE BASED UPON INFORMATION SUPPLIED BY THE APPLICANT AS TO THE LOCATION AND IDENTIFICATION OF THE PREMISES IN QUESTION, AND NO LIABILITY IS ASSUMED FOR ANY DISCREPANCIES RESULTING THEREFROM. THIS REPORT IS OFFERED TO YOU AS A COURTESY AND DOES NOT REPRESENT EITHER A COMMITMENT TO INSURE TITLE, OR AN OPINION AS TO THE MARKETABILITY OF TITLE TO THE SUBJECT PREMISES.

C INFORMATIONAL NOTE: PURSUANT TO THE PROVISIONS OF P.L. 2009, c. 123 (THE "COUNTY HOMELESSNESS TRUST FUND ACT"), N.J.S.A. 22A:4-17 IS AMENDED TO PERMIT COUNTIES TO IMPOSE A RECORDING SURCHARGE OF \$3.00 PER DOCUMENT FOR ANY INSTRUMENT SUBMITTED FOR RECORDING (EXCEPT ASSIGNMENTS OF MORTGAGES).

AS OF JANUARY 1, 2010, MIDDLESEX AND PASSAIC COUNTIES WILL IMPOSE THIS SURCHARGE.

AS OF FEBRUARY 1, 2010, BERGEN COUNTY WILL IMPOSE THIS SURCHARGE.

AS OF MARCH 1, 2010, HUDSON COUNTY WILL IMPOSE THIS SURCHARGE.

AS OF JUNE 1, 2010, SOMERSET COUNTY WILL IMPOSE THIS SURCHARGE.

PLEASE BE GUIDED ACCORDINGLY WHEN COLLECTING FUNDS AT CLOSING FOR RECORDINGS.

Issued By:

CHICAGO TITLE INSURANCE COMPANY

Schedule B - Section I (continued)

2 UNIVERSITY PLZ STE 204, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

Your Reference: **DEED CHAIN SEARCH**

This Commitment expires six (6) months after the Commitment Date.

Title No:

2010-50120

END OF SCHEDULE B - SECTION I

Issued By:

CHICAGO TITLE INSURANCE COMPANY

2 UNIVERSITY PLZ STE 206, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

Schedule B - Section II

Your Reference: **DEED CHAIN SEARCH**

This Commitment expires six (6) months after the Commitment Date.

Title No:

2010-50120

SCHEDULE B - SECTION II

EXCEPTIONS

Taxes become a lien on lands on January 1st of each year and are payable in quarterly installments on February 1st, May 1st, August 1st and November 1st.

Our policy will not insure against taxes, water rates, assessments and other matters relating to taxes which have not become a lien up to the date of the policy or installments due after the date of the policy. Neither the tax search nor our policy covers any part of the streets on which the premises to be insured abut.

This commitment does not purport to show all the terms and provisions of the mortgage(s) contained herein, if any. Interested parties should communicate with the holder(s) thereof to consider the terms thereof, the obligation(s) secured and the effect of any unrecorded agreements in modification thereof.

For Information Only: If the instrument to be insured is a purchase money mortgage covering a 1 to 4 family dwelling and owner's insurance is not desired, written notice declining right to purchase same is required from mortgagor pursuant to statutory requirement. (Notice and Waiver form enclosed)

Schedule B of the policy or policies to be issued will contain exceptions to the following matters unless the same are disposed of to the satisfaction of the Company:

- 1.1 Defects, liens, encumbrances, adverse claims or other matters, if any, created, first appearing in the public records or attaching subsequent to the effective date hereof, but prior to the date the proposed Insured acquires for value of record the estate or interest or mortgage thereon covered by this Commitment.
- 1.2 Rights of or claims by parties in possession not shown by the public records.
- 1.3 Notwithstanding any provision of the policy to the contrary, the following matters are expressly excluded from the coverage of the policy, and the Company will not pay loss or damage, costs, attorney's fees or expenses that arise by reason of any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the title that would be disclosed by an accurate and complete land survey of the land.
- 1.4 Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
- 1.5 Liability for additional assessment for taxes in connection with new construction pursuant to N.J.S.A. 54:4-63.1 and the following sections.

B TAX AND ASSESSMENT SEARCHES, NOT ORDERED

C NEW JERSEY SUPERIOR COURT AND UNITED STATES DISTRICT COURT RETURNS NOT ORDERED

D MUNICIPAL LIENS, IF ANY, FOR UTILITY SERVICES DUE AND PAYABLE AT OR PRIOR TO THE POLICY EFFECTIVE DATE ARE HEREBY EXCEPTED FROM COVERAGE.

E SUBSURFACE CONDITIONS AND/OR ENCROACHMENTS NOT DISCLOSED BY AN INSTRUMENT OF RECORD. (FEE POLICY ONLY)

F NOTE: AS OF EFFECTIVE DATE HEREIN, THERE ARE NO OPEN MORTGAGES OF RECORD, IN THE OFFICE OF THE COUNTY CLERK/REGISTER.

J EASEMENT(S) IN DEED BOOK R-103 PAGE 568 -

Issued By:

CHICAGO TITLE INSURANCE COMPANY

2 UNIVERSITY PLZ STE 206, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

Schedule B - Section II (continued)

Your Reference: **DEED CHAIN SEARCH**

This Commitment expires six (6) months after the Commitment Date.

Title No:

2010-50120

END OF SCHEDULE B - SECTION II

Issued By:

CHICAGO TITLE INSURANCE COMPANY

2 UNIVERSITY PLZ STE 206, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

Notes

Your Reference: DEED CHAIN SEARCH

This Commitment expires six (6) months after the Commitment Date.

Title No:

2010-50120

NOTES

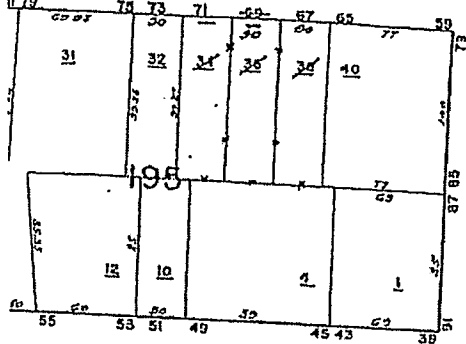
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FOR YOUR INFORMATION:

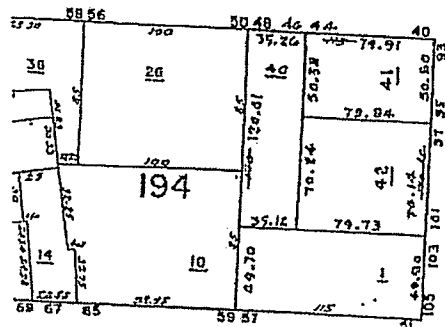
THIS TITLE COMMITMENT WAS EXAMINED AND PREPARED BY: ANN TYRPAK 1-888-TITLENJ
(1-888-848-5365) EXTENSION 420

PLEASE CONTACT ANN TYRPAK FOR ANY ISSUES, QUESTIONS OR CONCERNS REGARDING THIS
COMMITMENT.

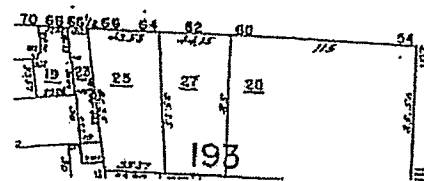
N. J. R. R.



BRUEN



McWHORTER



and the said ~~Billie~~ being by me ~~voluntarily~~ ~~separated~~ and apart from her husband did further acknowledge that she signed sealed and delivered the same as her voluntary act and deed, freely without any fear, threats or compulsion of her husband.

Reunited J. D. Drummer, Master in Chancery.
Recorded in the Office January 6. A. D. 1888. at 12¹² P. M.

Enclined to Blanchard val individ. This indenture made the thirtieth day of December in the year of our
pastors. The Lord one thousand eight hundred and eighty seven Between Cornel
Blanchard, Esq. and Lane. J. B. Blanchard, Theodore B. B. Blanchard, Isaac B. de la Cour,
Matthew J. Gay individually and as Executors of the Last will
and testament of Noah F. Blanchard deceased late of the City of Newark in the
County of Essex and State of New Jersey, party of the first part And Blanchard
Brother and Lane a corporation organized under the laws of the State of New Jersey
and located at the City of Newark in the County of Essex and State of New Jersey
party of the second part: Witnesseth that the said party of the first part, by virtue of their
and authority to them given in and by said last will and testament, and for and in
redemption of the sum of one dollar and other good and valuable considerations lawful money
of the United States of America to them in hand paid by the said party of the second part,
in full for the making and delivery of these presents, the receipt whereof is hereby acknowl
edged, have granted, bargained, sold and conveyed, and by these presents do grant, bargain
sell and convey unto the said party of the second part, and to its successors and assigns
forever, all the right, title, interest and estate of the said Noah F. Blanchard deceased
which he was entitled to as partner in the firm of Blanchard Brother & Lane, of which he
was a member at the time of his death or which the first parties as executors under his
last will and testament have received in parcels of land and premises, hereinafter particularly
described, situate, lying and being in the City of Newark in the County of Essex and
State of New Jersey, that is to say:

First: A tract of land situate in the said City of Newark
and the same described in a deed from William D. Woodruff and Catherine D. his
wife to the said Noah F. Blanchard and Lane, B. Blanchard, dated on the twenty
ninth day of July 1866 and recorded in the Registers Office of Essex County in Book
F. 13 of Deeds pages 49 and 50, and is therein described as follows.

Beginning at the southerly corner thereof on the West side of a new street called
Green Street twenty seven feet North of the North side of Hamilton Street, as the same
has been extended over the Easterly side of the Railroad Avenue, and from said corner
bearing North forty three degrees and forty minutes East thirty feet, thence North forty
one degrees and twenty minutes West eighty five feet, thence South forty three degrees
forty minutes East thirty feet thence again South forty six degrees and twenty minutes
East eighty five feet to the Beginning corner. Being marked and designated on a map
filed in the Clerks Office of said County of Essex as lot No. 73. Being part of land
conveyed to said William D. Woodruff by deed from Elias W. Miller Sheriff of the
County of Essex dated January 22^d A. D. 1862 and recorded in Essex County
Office in Book F. 11 of Deeds pages 326, 327, 328 and 329.

Second: A tract of land also situate in the said City of Newark
and the same described in a deed from Charles H. Richmond and Lane
to the said Green Van Lande dated on the first day of January

and then subdivided as follows, viz: Beginning at the North East corner of Hamilton and McWhorter streets and running along the Eastern line of McWhorter street one hundred and fifteen feet, thence Easterly in a line parallel with Hamilton street eighty five feet; thence Southerly in a line parallel with McWhorter street one hundred and fifteen feet to the Northern line of Hamilton street; thence along the line of Hamilton street eighty five feet to the place of Beginning. Being one of the tracts of land conveyed to the said Charles C. Lockwood by deed from A. M. Reynolds Sheriff of Essex County, recorded in Book B. 12 of Deeds in pages 330 & c. The premises last above described are subject to a mortgage of four thousand dollars held by the Mutual Life Insurance Company, which the party of the second part hereby assumes and agrees to pay, also a tract, Beginning at a point in the Eastern line of McWhorter street distant Northernly one hundred and fifteen feet from the corner of Hamilton and McWhorter streets and from thence running Easterly and in a line parallel with Hamilton street eighty five feet, thence Northernly and parallel with McWhorter street twenty two feet six inches; thence Westerly and parallel with the first mentioned line eighty five feet to said line of McWhorter street; thence Southerly along the same twenty two feet six inches to the place of Beginning. Being the third tract described in the deed from the Sheriff above mentioned.

Fourth: A tract of land situate in the said City of Newark and the same described in a deed from John W. Ogden and wife to Peter Van Zandt Lane dated March 1. 1872 and recorded in Essex County Registers Office in Book N. 16 of deeds pages 579 & c. and therein described as follows:

Beginning on the North side of McWhorter street two hundred and thirty five feet to the North East corner of Hamilton street; thence running North forty six degrees and thirty minutes West eighty five feet; thence North forty three degrees and thirty minutes East thirty feet; thence South forty six degrees and thirty minutes East eighty five feet to McWhorter street; thence along the same South forty three degrees and thirty minutes West thirty feet to the place of Beginning. Being described as lot 16, 38 (thirty eight) on a Map of the new Burial Ground Lots made by Stephen Dod, Esq. and recorded in Book V. 3 of Deeds for Essex County on pages 48 and 69, being the same premises bequeathed to the said John W. Ogden by the last will and testament of Mary Jones, deceased and recorded in Book G. of wills for Essex County on page 600 and the same premises conveyed to the said Mary Jones by Jacob B. Blackman by deed dated the 4th day of October 1846 and recorded in Book N. 6 of deeds for Essex County on pages 118 and 119.

Fifth: A tract of land in the City of Newark aforesaid conveyed to the said P. Van Zandt Lane by Gustav Schlichte and wife by deed dated January 23. 1878 and recorded in Essex County Registers Office in Book R. 19 of Deeds pages 247, 248 and 249 and therein described as follows:

Beginning in the Northwesterly line of McWhorter street at a point distant Southernly fifty (50) feet at right angles to the center line of the Newark and New York Railroad as filed in the office of the Secretary of State; thence Westerly parallel with said center line as filed fifty feet Southerly therefrom one hundred and twenty (120) feet more or less to the line of land belonging to A. Van Zandt Lane; thence Northernly along said line of land one hundred feet more or less to the Northern line of McWhorter street; thence Northernly along McWhorter street

Being the same premises conveyed to the said party of the first part (Lichtach) by the Central New Jersey Land Improvement Company by deed dated December 31, 1877 and recorded January 21st 1878. The said parties of the first part also hereby convey and assign to the said party of the second part all the right title and interest which the said parties of the first part have to the here standing party upon the land hereby conveyed and partly upon the right of way of the Newark and New York Railroad by virtue of a memorandum of agreement made December 31st 1877 between the said The Central New Jersey Land Improvement Company and the said Gustav Lichtach, which memorandum of agreement was recorded January 21st 1878 together with whatever rights or easements said party of the first part have under said agreement.

Fifth: Four tracts of land situated in the city of Newark aforesaid and described in a deed from Noah S. Blanchard and wife to said P. Van Gorp Lane dated December fourteenth eighteen hundred and twenty eight as follows:

Beginning at the Northeastly corner of Bruen and Hamilton streets, thence East along the Northeastly side of Hamilton street one hundred and ninety feet to M. Whorter street thence North along the Westly line of M. Whorter street two hundred and thirty five feet thence Westly in a line parallel with Hamilton street eighty five feet thence Northly in a line parallel with M. Whorter street twenty five feet thence Westly eighty five feet to Bruen street thence Southly along the Eastly line of Bruen street two hundred and sixty two feet two inches to Hamilton street and place of Beginning.

The second parcel bounded and described as follows: Beginning at a point in the Westly line of Bruen street two hundred and twenty eight feet Southly from the Southwest corner of Bruen and East Mechanic streets thence Southly along the Westly line of Bruen street thirty feet thence North forty six degrees thirty minutes West eighty five feet thence Northly parallel with Bruen street thirty feet thence South thirty six degrees thirty minutes East eighty five feet to Bruen street and place of Beginning.

The third parcel bounded and described as follows: Beginning at a point in the Westly line of Bruen street one hundred and seven feet Northly from the Northwest corner of Bruen and Hamilton streets thence Northly along the Westly line of Bruen street twenty five feet six inches more or less to the Southly line of a lot conveyed by the Trustees of the First Presbyterian Church Orange to Edwards by deed dated 9th April 1870 thence Westly along the Southly line of said lot eighty five feet thence Southly parallel with Bruen street ninety five feet six inches more or less (to property formerly owned by William S. Woodruff) thence Eastly along said Southly line eighty five feet to Bruen street and place of Beginning.

The fourth parcel bounded and described as follows: Beginning at a point in the Eastly line of M. Whorter street one hundred and thirty five feet Northly from the Northeast corner of M. Whorter and Hamilton streets thence Eastly parallel with Hamilton street eighty five feet thence Northly in a line parallel with the Eastly line of M. Whorter street twenty five feet thence Westly in a line parallel with Hamilton street eighty five feet to M. Whorter street thence Southly along the Eastly line of M. Whorter street to the place of Beginning. But excepting and reserving to the said party described as above and to their heirs and assigns all the right title and interest which they have in and to the Newark and New York Railroad.

hereditaments and appurtenances thereto, belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof. And also, all the estate, right, title interest, claim or right of any property, possession, claim and demand, whatsoever, as well in law as in equity, of the said party of the first part, and of the said testator, given and to the above described premises, and every part and parcel thereof, with the appurtenances, To Have and To Hold, all and singular the above mentioned and described premises, together with the appurtenances unto the said party of the second part, his successors and assigns forever.

*...dignified, healed and delivered
in the presence of...*

Frederic W. Ward

Emeline C. Blanchard	L. S.
Thos. F. C. Blanchard	L. S.
Isaac W. Dearies	L. S.
Matthew T. Gay, Auditor	L. S.

State of New Jersey

of Essex Co. Be it remembered, that on the fifth day of January, in the year of our Lord
one thousand eight hundred and eighty eight, before me, Frederic W.
Kard a Master in Chancery of New Jersey, personally appeared Joseph B. Blanchard,
Theodore B. B. Blanchard, Isaac S. Wheeler and Mathew J. King, who being
satisfied, are the grantors, in the within Deed of conveyance named, and having
first made known to them the contents thereof, they did severally acknowledge
that they signed, sealed and delivered the same as their voluntary act and deed
for the uses and purposes therein expressed.

Frederic W. Ward Master in Chemistry & Theology

Received in the Office January 6. A. D. 1888. at 12¹⁵ P. M.

(P) Van Zandt Lane Wife + al } This indenture made the thirtieth day of December in the year of
Jr } our Lord one thousand eight hundred and eighty seven between
Blanchard Bros and Lane } P. Van Zandt Lane and Mary B. Lane his wife of New York City N.Y.
and Samuel F. Blanchard and Anna M. Blanchard the wife
of the city of Newark in the County of Essex; and State of New Jersey of the first part
And Blanchard Bros and Lane a corporation organized under the laws of the State
of New Jersey and located at the city of Newark in the County of Essex and State of
New Jersey of the second part Witnesseth that the said party of the first part for and in
consideration of the sum of one dollar and other good and lawful considerations
lawful money of the United States of America to them in hand paid by the said
party of the second part at or before the making and delivery of these presents the
receipt whereof is hereby acknowledged have granted bargained sold aliened
conveyed confirmed and approved and by these presents have granted sold
aliened conveyed confirmed and approved unto the said party of the first part all

of the first parties either individually or of the said P. Van Zandt Lane and Samuel T. Blanchard as partners or surviving partners in the firm or copartnership of Blanchard, Brother & Lane of in and to all those several tracts or parcels of land and premises, hereinafter particularly described, situate, lying and being in the City of Newark in the County of Essex and State of New Jersey, that is to say:-

DND

First: A tract of land situate in the said City of Newark and the same described in a deed from William S. Woodruff and Catherine D. his wife to the said Noah T. Blanchard and Samuel T. Blanchard, dated the twenty-fourth day of July 1866 and recorded in the Register's Office of Essex County in Book 13 of Deeds, pages 49 & 50 and is therein described as follows: Beginning at the southerly corner thereof on the West side of a new street called Bruner street, six and one-half feet North of the North side of Hamilton street, the same has been extended over the Easterly side of this Railroad Avenue, and from said corner running North forty three degrees and forty minutes East thirty feet thence North forty and one-half degrees and twenty minutes West eighty five feet thence South forty three degrees forty minutes East thirty feet thence again South forty and one-half degrees and twenty minutes East eight feet to the Beginning corner. Being marked and designated on a map filed in the Clerk's Office of said County of Essex as lot No. 73. Being part of lands conveyed to said William S. Woodruff by deed from Elias A. Miller Sheriff of the County of Essex dated January 22^d A. D. 1862 and recorded in Essex County Register's Office in Book A. H. of Deeds, pages 326, 327, 328 and 329.

DND

Second: A tract of land also situate in the said City of Newark and the same described in a deed from Charles A. Lockwood and Fanny his wife to the said Peter Van Zandt Lane dated on the first day of November 1869 and recorded in said Essex County Register's Office in Book 14 of Deeds, pages 51 and 52 and is therein described as follows: Beginning at the Northeast corner of Hamilton and McWhorter streets, and running along the Easterly line of McWhorter street one hundred and fifteen feet thence Easterly in a line parallel with Hamilton street eighty five feet thence Easterly in a line parallel with McWhorter street one hundred and fifteen feet to the Northerly line of Hamilton street thence along the line of Hamilton street eighty five feet to the place of Beginning. Being one of the tracts of land conveyed to the said Charles A. Lockwood by deed from A. M. Reynolds Sheriff of Essex County recorded in Book 13, 12 of Deeds in page 52. The premises last above described are subject to a mortgage of four thousand dollars held by the Mutual Life Insurance Company which the party of the second part hereby assumes and agrees to pay, also a tract Beginning at a point in the Easterly line of McWhorter street distant Northerly one hundred and fifteen feet from the corner of Hamilton and McWhorter streets, and from thence running Easterly and in a line parallel with Hamilton street eighty five feet thence Northerly and parallel with McWhorter street twenty two feet six inches thence Westerly and parallel with the first mentioned line eighty five feet to said line of McWhorter street thence Easterly along the same twenty two feet six inches to the place of Beginning. Being the second tract described in the deed from the Sheriff above mentioned.

DND

Third: A tract of land situate in the said City of Newark and the same described in a deed from John N. Carlson and Peter Van Zandt Lane dated March 1st 1872 and recorded in Essex County Register's Office in Book 15 of Deeds, pages 19 and 20 and is therein described as follows: Beginning at the southerly corner of the same as described in the deed from William S. Woodruff and Catherine D. his wife to the said Noah T. Blanchard and Samuel T. Blanchard, dated the twenty-fourth day of July 1866 and recorded in the Register's Office of Essex County in Book 13 of Deeds, pages 49 & 50 and is therein described as follows: Beginning at the southerly corner thereof on the West side of a new street called Bruner street, six and one-half feet North of the North side of Hamilton street, the same has been extended over the Easterly side of this Railroad Avenue, and from said corner running North forty three degrees and forty minutes East thirty feet thence North forty and one-half degrees and twenty minutes West eighty five feet thence South forty three degrees forty minutes East thirty feet thence again South forty and one-half degrees and twenty minutes East eight feet to the Beginning corner. Being marked and designated on a map filed in the Clerk's Office of said County of Essex as lot No. 73. Being part of lands conveyed to said William S. Woodruff by deed from Elias A. Miller Sheriff of the County of Essex dated January 22^d A. D. 1862 and recorded in Essex County Register's Office in Book A. H. of Deeds, pages 326, 327, 328 and 329.

five feet to the North east corner of Hamilton street; thence running North forty three degrees and thirty minutes West eighty five feet; thence North forty three degrees and thirty minutes East thirty feet; thence South forty six degrees and thirty minutes East eighty five feet to McWhorter street; thence along the same South forty three degrees and thirty minutes West thirty feet to the place of Beginning; Being described as Lot No 38 (thirty eight) on a map of the new Burying Ground Lots made by Stephen Dod, Esq. and recorded in Book V. 3 of Deeds for Essex County on pages 68 and 69 being the same premises bequeathed to the said John W. Ogden by the will of the last will and testament of Mary Jones deceased and recorded in Book P. of Wills for Essex County on page 600, and the same premises conveyed to the said Mary Jones by Jacob De Blackman by deed dated the 24th day of October 1846, and recorded in Book No. 6 of deeds for Essex County on pages 118 and 119.

Fourth tract of land in the City of Newark aforesaid conveyed to the said P. Van Zandt Lane by Gustav Lehlbach and wife by deed dated January 23rd 1878 and recorded in Essex County Registers Office in Book A. 19 of Deeds, pages 247, 248 and 249, and therein described as follows: Beginning in the Northwestly line of McWhorter street at a point distant Southwly fifty (50) feet at right angles to the center line of the Newark and New York Railroad; as filed in the office of the Secretary of State, thence Northwly parallel with the said center line as filed fifty (50) feet Southwly therefrom one hundred and twenty (120) feet more or less to the line of land belonging to P. Van Zandt Lane; thence Southwly along said line of land one hundred and twenty (120) feet to the said Northwestly line of McWhorter street; thence Northwly along McWhorter street fifty (50) feet and thence Southwly to the place of Beginning; Being the same premises conveyed to the said party of the first part Lehlbach by the Central New Jersey Land Improvement Company by deed dated December 31st 1877, and recorded January 21st 1878; the said parties of the first part also hereby convey and assign to the said party of the second part all the right title and interest which the said parties of the first part have to the timber standing partly upon the land hereby conveyed and partly upon the right of way of the Newark and New York Railroad by virtue of a memorandum of agreement made December 31st 1877 between the said 'The Central New Jersey Land Improvement Company' and the said Gustav Lehlbach, which memorandum of agreement was recorded January 21st 1878, together with whatever rights or claims said party of the first part may have under said agreement.

Fifth tract of land situate in the City of Newark aforesaid and described in a deed from Noah F. Blanchard and wife to said P. Van Zandt Lane dated December fourteenth eighteen hundred and seventy eight as follows: Beginning at the Northeastly corner of Brien and Hamilton streets; running thence Easterly along the Northeastly side of Hamilton street one hundred and seventy feet to McWhorter street; thence Northwly along the Westerly line of McWhorter street one hundred and thirty five feet; thence Westerly in a line parallel with Hamilton street eighty five feet; thence Northwly in a line parallel with McWhorter street twenty five feet; thence Westerly eighty feet to Brien street; thence Southwly along Brien street two hundred and sixty feet

The second parcel bounded and described as follows Beginning at a point in the Westerly line of Bruen Street two hundred and twenty eight feet distant from the Southwest corner of Bruen and East Mechanic Streets thence Southward to the Westerly line of Bruen Street thirty feet thence North forty six degrees thirty minutes West eighty five feet thence Northerly parallel with Bruen Street thirty feet thence South thirty six degrees thirty minutes East eighty five feet to Bruen Street and place of Beginning.

The third parcel bounded and described as follows Beginning at a point in the Westerly line of Bruen Street one hundred and six feet Northerly from the Northwest corner of Bruen and Hamilton Streets thence Northerly along the Westerly line of Bruen Street ninety five feet six inches more or less to the southerly line of a conveyed by the trustees of the First Presbyterian Church in Orange to Edward Schell by deed dated 9th April 1870 thence Westerly along the southerly line of said lot eighty five feet thence southerly parallel with Bruen Street ninety five feet six inches more or less to property formerly owned by William S. Woodruff thence Easterly along said southerly line eighty five feet to Bruen Street and place of Beginning.

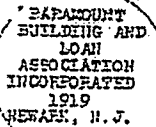
The fourth parcel bounded and described as follows Beginning at a point in the Easterly line of McWhorter Street one hundred and thirty seven feet six inches Northerly from the Northeast corner of McWhorter and Hamilton Streets thence Easterly parallel with Hamilton Street eighty five feet thence Northerly in a line parallel with the Easterly line of McWhorter Street twenty two feet six inches thence Westerly in a line parallel with Hamilton Street eighty five feet to McWhorter Street thence Southerly along the Easterly line of McWhorter Street twenty two feet six inches to the place of Beginning but excepting and reserving from any of the property described as aforesaid as much thereof as was heretofore conveyed by Edward Schell to the New York and New Jersey Railroad Company by deed dated 1st June 1870.

The first second and third parcels of the lands aforesaid heretofore described are subject to a mortgage made by William B. Gould and wife to John Woodruff dated 1st Decr 1860 to secure the payment of \$1000.00 & recorded in said Chancery Office in Book A. K. of mortgages page 165 which mortgage the said party hereby admit and agree to pay.

Together with all and singular the tenements, rights, claims and appurtenances thereto belonging or in anywise appertaining and the rents, issues and profits thereof and remainders and remainder rents, issues and profits thereof And also all the estate right title, interest dower or right of dower property possession claim and demand in law as well in law as in equity of the said party of the first part of in or to the above described premises and every part and parcel thereof with the appurtenances to them in law and equity and all and singular the above mentioned and described premises together with the appurtenances unto the said party of the second part its successors and assigns for ever and the said party of the first part do for themselves and each for himself covenant warrant and grant to and with the said party of the second part its successors and assigns that they the said party of the first part have not done, caused to be done, nor intend to be done, any act, matter or thing whereby the title of the said party of the second part in and to the above granted, conveyed and described land and premises and every part thereof can or may be changed, changed, altered or defeated in any way.

same as we hereto affixed and attested by its Secretary, and these presents to be signed by its President, the day and year first above written.

Attest:
G. H. Yonkers
Secretary.



Paramount Building & Loan Association
By Max Marx.
President.

STATE OF NEW JERSEY, SS.
COUNTY OF ESSEX.

BE IT REMEMBERED, That on this 1st day of
July, Nineteen hundred and Thirty-seven,

before me the subscriber, a Master in Chancery of New Jersey, personally appeared
G. H. Yonkers, who being by me duly sworn on his oath, says that he is the Secretary
of Paramount Building & Loan Association, the Grantor named in the foregoing Instrument;
that he well knows the corporate seal of said corporation; that the seal affixed to said
Instrument is the corporate seal of said corporation; that the said seal was so affixed
and the said Instrument signed and delivered by Max Marx, who was at the date thereof
the President of said corporation, in the presence of this deponent, and said President,
at the same time acknowledged that he signed, sealed and delivered the same as his volun-
tary act and deed, and as the voluntary act and deed of said corporation, by virtue of
authority from its Board of Directors, and that deponent, at the same time subscribed
his name to said Instrument as an attesting witness to the execution thereof.

Sworn and subscribed before me G. H. Yonkers.

at Newark, New Jersey the date

aforesaid. S. Arthur Stern

A Master in Chancery of N.J.

Received in the office July 2nd, A.D. 1937 at 11:45 A.M.

No. 26.

Recorded at the request of Stern and Stern.

BLANCHARD BRO. & LANE

68,33 TO

FRANK DECKERT.

THIS INDENTURE, Made the 3rd day of May
in the year of Our Lord One Thousand Nine-
Hundred and thirty-seven, BETWEEN Blanchard

Bro. & Lane, a corporation of the State of
New Jersey, having its principal office in the City of Newark, County of Essex and State
of New Jersey, party of the first part, AND Frank Deckert, of the Town of Irvington,
County of Essex and State of New Jersey, party of the second part; WITNESSETH, That the
said party of the first part, for and in consideration of the sum of One Dollar and other
good and valuable consideration, lawful money of the United States of America, to the
corporation aforesaid well and truly paid by the said party of the second part, at or
before the sealing and delivery of these presents, the receipt whereof is hereby acknowl-
edged, and the said party of the first part being therewith fully satisfied, contented
and paid, has given, granted, bargained, sold, aliened, remised, released, enfeoffed, con-
veyed and confirmed, and by these presents does give, grant, bargain, sell, alien, remise,
release, enfeoff, convey and confirm to the said party of the second part, and to his heirs
and assigns, forever, ALL those tracts or parcels of land and premises, hereinafter par-
ticularly described, situate, lying and being in the City of Newark, in the County of
Essex and State of New Jersey, that is to say.

FIRST: A tract of land situate in the said City of Newark and the same de-
scribed in a deed from William S. Woodruff and Catherine D his wife to the said Noah P.
Blanchard and Samuel P. Blanchard, dated on the twenty-fourth day of July, 1866, and re-
corded in the Register's Office of Essex County in Book F 13 of Deeds, pages 49 and 50 and
is therein described as follows:

T.O. 229

Rec. 7-2-37

DNA

BEGINNING at the southerly corner thereof on the West side of a new street called Bruen Street seventy-seven feet North of the North side of Hamilton Street as the same has been extended over the easterly side of the Railroad Avenue, and from said corner running North forty-three degrees and forty minutes East thirty feet, thence North forty-six degrees and twenty minutes West eighty-five feet; thence South forty-three degrees forty minutes East thirty feet, thence again South forty-six degrees and twenty minutes East eighty-five feet to the Beginning Corner. Being marked and designated on a map filed in the Clerk's Office of said County of Essex as Lot No. 75.

SECOND: A tract of land also situate in the said City of Newark and the same described in a deed from Charles N. Lockwood and Fanny, his wife, to the said Peter Van Zandt Lane, dated on the first day of November, 1869 and recorded in said Essex County Register's Office in Book U 14 of Deeds, pages 519 and 520 and therein described as follows: VIZ.

BEGINNING at the North East corner of Hamilton and McWhorter Streets and running along the Easterly line of McWhorter Street one hundred and fifteen feet, thence Easterly in a line parallel with Hamilton Street eighty-five feet, thence Southerly in a line parallel with McWhorter Street one hundred and fifteen feet to the Northerly line of Hamilton Street, thence along the line of Hamilton Street Eighty-five feet to the place of Beginning.

DNA

ALSO a tract Beginning at a point in the Easterly line of McWhorter Street distant Northerly one hundred and fifteen feet from the corner of Hamilton and McWhorter Streets and from thence running Easterly and in a line parallel with Hamilton Street eighty-five feet, thence Northerly and parallel with McWhorter Street twenty-two feet six inches, thence Westerly and parallel with the first mentioned line eighty-five feet to said line of McWhorter Street, thence Southerly along the same twenty-two feet six inches to the place of Beginning.

DNA

THIRD: A tract of land situate in the said City of Newark and the same described in a deed from John W. Ogden and wife, to Peter Van Zandt Lane, dated March 1, 1872, and recorded in Essex County Register's Office in Book N 16 of Deeds, pages 579 &c, and therein described as follows:

X

BEGINNING on the North side of McWhorter Street two hundred and thirty-five feet to the North East corner of Hamilton Street; thence running North forty-six degrees and thirty minutes West Eighty-five feet, thence North forty-three degrees and thirty minutes East thirty feet; thence South forty-six degrees and thirty minutes East eighty-five feet to McWhorter Street, thence along the same South forty-three degrees and thirty minutes West thirty feet to the place of Beginning. Being described as lot No. 38 (thirty-eight) on a map of the New Burying Ground lots, made by Stephen Dad, Esq. and recorded in Book V 3, of Deeds for Essex County on pages 68 and 69.

Part 4 P.O.

FOURTH: A tract of land in the City of Newark aforesaid conveyed to the said P. Van Zandt Lane by Gustav Lehlbach and wife, by deed dated January 23d, 1878 and recorded in Essex County Register's Office in Book E 19 of Deeds, pages 247, 248 and 249 and therein described as follows:

BEGINNING in the Northwesterly line of McWhorter Street at a point distant southerly fifty (50) feet at right angles to the center line of the "Newark and New York Railroad" as filed in the office of the Secretary of State, thence Westerly parallel with said center line as filed, fifty feet southerly therefrom one hundred and fourteen (114) feet more or less to the line of land belonging to P. Van Zandt Lane, thence Southerly along said Lane's land one hundred feet more or less to the said Northwesterly line of McWhorter Street, thence Northeasterly along McWhorter Street fifty-four and nine tenths (54 9/10) feet more or less to the place of Beginning.

Part 4 P.O.

FIFTH: Four tracts of land situate in the City of Newark aforesaid, and described in a deed from Noah F. Blanchard and wife to said P. Van Zandt Lane dated December fourteenth Eighteen hundred and seventy eight as follows:

BEGINNING at the Northeastly corner of Bruen and Hamilton Streets, running thence Easterly along the Northeastly side of Hamilton Street one hundred and seventy feet to McWhorter Street, thence Northerly along the Westerly line of McWhorter Street two hundred and thirty-five feet; thence Westerly in a line parallel with Hamilton Street eighty-five feet, thence Northerly in a line parallel with McWhorter Street twenty-five feet, thence Westerly eighty-five feet to Bruen Street, thence Southerly along the Easterly line of Bruen Street two hundred and sixty-two feet two inches to Hamilton Street and Place of Beginning.

The Second Parcel bounded and described as follows:

BEGINNING at a point in the Westerly line of Bruen Street two hundred and twenty eight feet southerly from the southwest corner of Bruen and East Noehanic Streets, thence Southerly along the Westerly line of Bruen Street thirty feet; thence North forty-six degrees thirty minutes West eighty-five feet; thence Northerly parallel with Bruen Street thirty feet, thence South thirty-six degrees thirty minutes East eighty-five feet to Bruen Street and place of Beginning.

The Third Parcel bounded and described as follows:

BEGINNING at a point in the Westerly line of Bruen Street one hundred and seven feet Northerly from the North West corner of Bruen and Hamilton Streets, thence Northerly along the Westerly line of Bruen Street ninety-five feet six inches more or less to the Southerly line of a lot conveyed by the Trustees of the First Presbyterian Church in Orange to Edward Schell by Deed dated 9th April, 1870, thence Westerly along the Southerly line of said lot eighty-five feet, thence Southerly parallel with Bruen Street ninety-five feet six inches more or less (to property formerly owned by William S. Woodruff), thence Easterly along said Southerly line eighty-five feet to Bruen Street and place of Beginning.

The Fourth Parcel bounded and described as follows:

BEGINNING at a point in the Easterly line of McWhorter Street one hundred and thirty-seven feet six inches northerly from the Northeast corner of McWhorter and Hamilton Streets, thence Easterly parallel with Hamilton Street eighty-five feet, thence Northerly in a line parallel with the Easterly line of McWhorter Street twenty-two feet six inches, thence Westerly in a line parallel with Hamilton Street eighty-five feet to McWhorter Street, thence Southerly along the Easterly line of McWhorter Street twenty-two feet six inches to the place of Beginning. But EXCEPTING AND RESERVING from any of the property described as aforesaid so much thereof as was heretofore conveyed by Edward Schell to the Newark and New York Railroad Company by deed dated 1st, June, 1870.

Being the same premises described in Deed from Emeline C. Blanchard, Theodore C.E. Blanchard, Isaac H. Searles and Matthew T. Gay, individually and as Executors of the Last Will and Testament of Noah F. Blanchard, deceased, to the party of the first part, dated December 30th, 1887, and recorded in the Essex County Register's Office on January 6, 1888, in Book W 23 of Deeds, pages 249-252.

Also being the same premises described in Deed from P. Van Zandt Lane and Mary B. Lane, his wife and Samuel F. Blanchard and Anna M. Blanchard, his wife, to the party of the first part, dated December 30th, 1887, and recorded in the Essex County Register's Office on January 6th, 1888, in Book W 23 of Deeds, pages 252-256.

SIXTH: BEGINNING at a point in the Easterly line of McWhorter Street distant Northerly one hundred and eighty-two feet, six inches from the Northerly line of Hamilton

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183

Street and from thence running Easterly in a line parallel with Hamilton Street eighty-five feet, thence Northerly in a line parallel with McWhorter Street, twenty-two feet, six inches, thence Westerly on a line parallel with the first mentioned line eighty-five feet to McWhorter Street, thence Southerly along the line of McWhorter Street, twenty-two feet, six inches to the place of Beginning.

Black 184
SEVENTH BEGINNING at a point in the Easterly line of McWhorter Street, distant Northerly one hundred and sixty feet from the Northerly line of Hamilton Street, and from thence running Easterly on a line parallel with said Hamilton Street, eighty-five feet, thence Northerly on a line parallel with McWhorter Street, twenty-two feet, six inches, thence Westerly on a line parallel with the first mentioned line eighty-five feet to the said line of McWhorter Street, thence Southerly along the same twenty-two feet, six inches to the place of Beginning.

Being the same premises conveyed to the party of the first part by Deed from Oscar Barnett and Alexander Turnbull, who have survived Francis H. Dawes, deceased, Executors of the Last Will and Testament of John Barnett, and dated May 6, 1889, recorded in the Essex County Register's Office, June 29, 1889, in Book S 24 of Deeds, pages 245-247.

EIGHTH: Being Lot Number Eighty on a map of the parcel of land known by the name of the "New Burying Ground" situate on Harris (now Union Street) made by Stephen Dodd and recorded in Book V 3 of Deeds for Essex County pages 68 and 69, and described as follows;

DNA
BEGINNING in the Westerly line of Union Street at a point therein distant three hundred and ninety feet Southerly from the North East corner of the frame building standing on the Southwesterly corner of said Union Street and Ferry Street, thence running Southerly along the line of Union Street thirty feet, thence Westerly on a line at right angles to Union Street eighty-five feet, thence Northerly parallel with Union Street, thirty feet, and thence running Easterly on a line at right angles to Union Street, eighty-five feet to Union Street and the place of Beginning. Being the same premises conveyed to the party of the first part by Deed from Oscar Barnett and Sarah B. his wife, dated December 28th, 1889, and recorded in the Essex County Register's Office December 28th, 1889, in Book E 25 of Deeds, pages 343-344.

Black 184
NINTH: BEGINNING in the Easterly line of McWhorter Street at a point therein distant two hundred and sixty-five feet North from the Northerly line of Hamilton Street, said beginning point being in the division line between lots Nos. 51 and 52 as laid down on a map of property known as the New Burying Ground, situated on Harris Street, made by Stephen Dodd and recorded in the Clerk's Office in the County of Essex, in Book V 3 of Deeds, pages 68 and 69; thence running Easterly along the division line between said lots Nos. 51 and 52, and at right angles to McWhorter Street eighty-five feet; thence Northerly with McWhorter Street thirty-five feet three inches; thence Westerly at right angles to McWhorter Street eighty-five feet to said Easterly line of McWhorter - thence Southerly along the same thirty-three feet three inches to the place of Beginning. Being lot No. 51 and a part of lot No. 50 on the aforesaid map. Being the same premises conveyed to the party of the first part by Deed from Quigley & Gay, Incorporated, dated June 23, 1910 and recorded June 25, 1910, in Book R 47 of Deeds, pages 252, 253.

TENTH: BEGINNING in the Easterly side of McWhorter Street at a point therein distant two hundred and thirty-five feet northerly from the northerly line of Hamilton Street; from thence running along the line of McWhorter Street North forty-three degrees thirty minutes east thirty feet to the southerly line of Lot Number Fifty-one (51) on a map of property hereinafter mentioned; thence along the southerly line of said lot South forty-seven degrees eighteen minutes East eighty-five feet; thence South forty-three degrees thirty minutes west thirty feet to the northerly line of Lot Number Fifty-three

... on said map; and thence along the same North forty-seven degrees eighteen minutes west eighty-five feet to said line of McWhorter Street and the place of Beginning. According to survey recently made by Francisco & Barkhorn. Being the same premises conveyed to the party of the first part by Deed from Lemox S. Rose and Wells K. Rose, his wife, dated July 12, 1906, and recorded July 12th, 1906, in the Essex County Register's Office in Book I 40 of Deeds, pages 455-457.

ELEVENTH: BEGINNING in the easterly side of McWhorter Street at a point therein distant two hundred and thirty-five feet northerly from the northerly line of Hamilton Street; from thence running along the line of McWhorter Street north forty-three degrees thirty minutes east thirty feet to the southerly line of lot number fifty-one (51) on a map of property hereinafter mentioned; thence along the southerly line of said lot south forty seven degrees eighteen minutes east eighty-five feet; thence south forty-three degrees thirty minutes west thirty feet to the northerly line of lot number fifty-three (53) on said map; and thence along the same north forty-seven degrees eighteen minutes west eighty-five feet to said line of McWhorter Street and the place of Beginning. According to survey made by Francisco & Barkhorn. Being the same premises conveyed to the party of the first part by deed from Lemox S. Rose and Nellie K. Rose, his wife, dated August 11, 1922, and recorded in the Essex County Register's Office August 30, 1922, in Book V 66 of Deeds, pages 415-416.

TWELFTH: Known as Numbers Seventy-three (73) Seventy-five (75) Seventy-seven (77) and Seventy Nine (79) Union Street.

BEGINNING at a point in the Westerly line of Union Street distant fifty-five feet Northerly from the Northwest corner of the same and Hamilton Street as the same are laid out on a map of the Burying Ground Property; from thence running along the Westerly line of Union Street as the same is laid out on said map ninety-seven feet; thence Westerly parallel with said Hamilton Street eighty-five feet; thence Southerly parallel with said Union Street ninety-seven feet; thence Easterly parallel with said Hamilton Street eighty-five feet to the place of Beginning. Being lots Numbers Seventy-six (76), Seventy-seven (77) and Seventy-eight and part of lot Number Seventy-nine (79) on said Map. Being the same premises conveyed to the party of the first part by Deed from "Saint James Catholic Church, Newark," dated August 29, 1901, and recorded in the Essex County Register's Office August 30th, 1901 in Book D 34 of Deeds, pages 317-318.

THIRTEENTH: The same being a part of the "Old Burying Ground" and is twenty-three feet front and rear off of the Northerly side of the Lot known as Lot number Seventy-nine (79) on a Map of the Old Burying Ground recorded in the Office of the Register of Essex County in Book V 3 of Deeds for Essex County on pages 68 and 69. The said lot fronts on Union Street and is twenty-three feet front and rear by eighty-five feet deep. Being the same premises conveyed to the party of the first part by Deed from Miles F. Quinn and Maria Quinn, his wife, dated August 30, 1901 and recorded in the Essex County Register's Office August 30, 1901 in Book Q 34 of Deeds, pages 247-248.

FOURTEENTH: BEGINNING at a point in the Westerly line of Union Street distant two hundred and twenty-eight feet and sixty-eight one-hundredths of a foot southerly from the southerly line of Ferry Street; thence (1) north fifty-four degrees west sixty-four feet and fifty one-hundredths of a foot; thence (2) south forty-three degrees thirty minutes west thirty feet and twenty-five one-hundredths of a foot; thence (3) south fifty-four degrees east sixty-eight feet and fifty one-hundredths of a foot to the westerly line of Union Street, and thence (4) along the same north thirty-six degrees east thirty feet to the place of Beginning. Being lot #85 on Map of Burying Ground Property recorded in

Book V 3 page 68 of Deeds for Essex County.

This description being taken from the survey made by C. F. Lemassena dated May 31, 1912. Being the same premises conveyed to the party of the first part by Deed from Mary McPherson Seitz and John Seitz, her husband, dated June 1st, 1912 and recorded June 11th, 1912, in the Essex County Register's Office in Book D 51 of Deeds, pages 277-279.

DATA
FIFTEENTH: BEGINNING at the corner formed by the intersection of the westerly line of Union Street as changed, with the northeasterly line of Hamilton Street; thence running North thirty-four degrees fifty-one minutes East along Union Street fifty-five feet and sixty-three one-hundredths of a foot; thence North forty-six degrees thirty minutes West parallel with Hamilton Street eighty-six feet and sixty-two one-hundredths of a foot; thence South forty-three degrees forty minutes West parallel with McWhorter Street fifty-five feet to the northeasterly line of Hamilton Street; thence along Hamilton Street South forty-six degrees thirty minutes East ninety-five feet and fourteen one-hundredths of a foot, to the point and place of Beginning.

This description is taken from a survey made by Harrison R. Van Dyne, Surveyor, July, 1916.

Being the same premises conveyed to the party of the first part by Deed from George C. Stickel, unmarried, dated September 2, 1916, and recorded in the Essex County Register's Office in Book Z 57, pages 431-432 on September 20th, 1916.

TOGETHER with all and singular, the tenements, hereditaments and appurtenances therunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, AND ALSO, all the estate, right, title, interest, property, possession, claim and demand whatsoever, as well in law as in equity, of the said party of the first part, of, in, or to the above described premises and every part and parcel thereof, with the appurtenances.

TO HAVE AND TO HOLD, all and singular the above mentioned and described premises together with the appurtenances, unto the said party of the second part, his heirs and assigns, forever, to the only proper use, benefit and behoof of the said party of the second part, his heirs and assigns forever.

IN WITNESS WHEREOF, the said party of the first part has caused its common seal to be hereto affixed and attested to by its Secretary and these presents to be signed by its President the day and year first above written.

Attest:

H. Gay Crawford
Secretary.

BLANCHARD
BRO. & LANE
INCORPORATED
1887
NEWARK, N.J.

Blanchard Bro. & Lane
Herbert S. Gay
Treasurer

STATE OF NEW JERSEY, ss.
COUNTY OF ESSEX.

BE IT REMEMBERED, that on this 3rd day of May, in the year of our Lord One Thousand

Nine Hundred and Thirty-seven, before me, the subscriber, a Master in Chancery of New Jersey, personally appeared H. Gay Crawford who being by me duly sworn doth depose and make proof to my satisfaction that he well knows the Common Seal of Blanchard Bro. & Lane the Grantor named in the foregoing Deed, that the Seal thereto affixed is the proper Common Seal of the said Corporation, and that the same was so affixed thereto, and the said Deed signed and delivered by Herbert S. Gay, who was at the date and execution thereof, Treasurer of said Corporation, as the voluntary act and deed of the said Corporation, in the presence of said Deponent, and that the said Deponent subscribed the same as witness to the execution thereof.

	<p>Subscribed and sworn before me the day and year above written Walter D. Van Riper Master in Chancery of N.J.</p> <p>Received in the office July 2nd, A.D. 1937 at 12:22 P.M. No. 27</p> <p>Recorded at the request of Walter D. Van Riper.</p>
<p>COMPARED BY 2-4-33</p>	<p>FRANK J. DECKERT TO BLANCHARD BRO. & LANE.</p> <p>THIS INDENTURE, made the 1st day of July, in the year of Our Lord One Thousand Nine Hundred and Thirty-seven, BETWEEN Frank Deckert, unmarried of the Town of Irvington, County of Essex and State of New Jersey, party of the first part; and Blanchard Bro. and Lane, a corporation of the State of New Jersey, (organized 1937) having its principal office in the City of Newark, County of Essex and State of New Jersey, party of the second part; WITNESSETH, That the party of the first part, for and in consideration of the sum of One Dollar and other good and valuable consideration, lawful money of the United States of America, to him aforesaid well and truly paid by the said party of the second part, at or before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, and the said party of the first part being therewith fully satisfied, contented and paid, has given, granted, bargained, sold, aliened, remised, released, enfeoffed, conveyed and confirmed, and by these presents does give, grant, bargain, sell, alien, remise, release, enfeoff, convey and confirm to the said party of the second part, and to its successors and assigns, forever, ALL those tracts or parcels of land and premises, hereinafter particularly described, situate, lying and being in the City of Newark, in the County of Essex and State of New Jersey, that is to say.</p> <p>FIRST: A tract of land situate in the said City of Newark and the same de- scribed in a deed from William S. Woodruff and Catherine D. his wife to the said Bush F. Blanchard and Samuel F. Blanchard, dated on the twenty-fourth day of July, 1866, and re- corded in the Register's Office of Essex County in Book P 13 of Deeds, pages 49 and 50 and is therein described as follows:</p> <p>BEGINNING at the southerly corner thereof on the West side of a new street called Bruen Street seventy-seven feet North of the North side of Hamilton Street as the same has been extended over the easterly side of the Railroad Avenue, and from said corner running North forty-three degrees and forty minutes East thirty feet; thence North forty-six degrees and twenty minutes West eighty-five feet; thence South forty-three de- grees forty minutes East thirty feet, thence again South forty-six degrees and twenty minutes East eighty-five feet to the Beginning Corner. Being marked and designated on a map filed in the Clerk's Office of said County of Essex as Lot No. 75.</p> <p>SECOND: A tract of land also situate in the said City of Newark and the same described in a deed from Charles H. Lockwood and Fanny, his wife, to the said Peter Van Zandt Lane, dated on the first day of November, 1869 and recorded in said Essex County Register's Office in Book U 14 of Deeds, pages 519 and 520 and therein described as follows: VIZ.</p> <p>BEGINNING at the North east corner of Hamilton and McWhorter Streets and running along the Easterly line of McWhorter Street one hundred and fifteen feet, thence Easterly in a line parallel with Hamilton Street eighty-five feet, thence Southerly in a line parallel with McWhorter Street one hundred and fifteen feet to the Northerly line of Hamilton Street, thence along the line of Hamilton Street eighty-five feet to the place</p>

of Beginning. ALSO a tract BEGINNING at a point in the Easterly line of McWhorter Street distant Northerly one hundred and fifteen feet from the corner of Hamilton and McWhorter Streets and from thence running Easterly and in a line parallel with Hamilton Street eighty-five feet, thence Northerly and parallel with McWhorter Street twenty-two feet six inches, thence Westerly and parallel with the first mentioned line eighty-five feet to said line of McWhorter Street, thence Southerly along the same twenty-two feet six inches to the place of Beginning.

THIRD: A Tract of land situate in the said City of Newark and the same described in a deed from John W. Ogden and wife, to Peter Van Zandt Lane, dated March 1, 1872, and recorded in Essex County Register's Office in Book N 16 of Deeds, pages 579, 580, and therein described as follows:

BEGINNING on the North side of McWhorter Street two hundred and thirty-five feet to the North East corner of Hamilton Street; thence running North forty-six degrees and thirty minutes West Eighty-five feet, thence North forty-three degrees and thirty minutes East thirty feet, thence South forty-six degrees and thirty minutes East eighty-five feet to McWhorter Street, thence along the same South forty-three degrees and thirty minutes West thirty feet to the place of Beginning. Being described as lot No. 38 (thirty-eight) on a map of the New Burying Ground lots, made by Stephen Dod, Esq., and recorded in Book V of Deeds for Essex County on pages 68 and 69.

FOURTH: A Tract of land in the City of Newark aforesaid conveyed to the said P. Van Zandt Lane by Gustave Lehlbach and wife, by deed dated January 25th, 1878 and recorded in Essex County Register's Office in Book R 19 of Deeds, pages 217, 218 and 219 and therein described as follows:

BEGINNING in the Northwest line of McWhorter Street at a point distant southerly fifty (50) feet at right angles to the center line of the "Newark and New York Railroad" as filed in the office of the Secretary of State, thence Westerly parallel with said center line as filed, fifty feet southerly therefrom one hundred and fourteen (114) feet more or less to the line of land belonging to P. Van Zandt Lane, thence southeasterly along said Lane's land one hundred feet more or less to the said Northwest line of McWhorter Street, thence Northeasterly along McWhorter Street fifty-four and nine tenths (54 9/10) feet more or less to the place of Beginning.

FIFTH: Four Tracts of land situate in the City of Newark aforesaid, and described in a deed from Noah F. Blanchard and wife to said P. Van Zandt Lane dated December fourteenth Eighteen hundred and seventy eight as follows:

BEGINNING at the Northeasterly corner of Bruen and Hamilton Streets, running thence Easterly along the Northeasterly side of Hamilton Street one hundred and seventy feet to McWhorter Street, thence Northerly along the Westerly line of McWhorter Street two hundred and thirty-five feet; thence Westerly in a line parallel with Hamilton Street eighty-five feet, thence northerly in a line parallel with McWhorter Street twenty-five feet; thence Westerly eighty-five feet to Bruen Street, thence Southerly along the Easterly line of Bruen Street two hundred and sixty-two feet two inches to Hamilton Street and place of Beginning.

The Second Parcel bounded and described as follows:

BEGINNING at a point in the Westerly line of Bruen Street two hundred and twenty-eight feet southerly from the southwest corner of Bruen and East Mechanic Streets, thence Southerly along the Westerly line of Bruen Street thirty feet; thence North forty-six degrees thirty minutes West eighty-five feet; thence Northerly parallel with Bruen Street thirty feet, thence South thirty-six degrees thirty minutes East eighty-five feet to Bruen Street and place of Beginning.

The Third Parcel bounded and described as follows:

BEGINNING at a point in the Westerly line of Bruen Street one hundred and seven feet Northerly from the North West corner of Bruen and Hamilton Streets, thence Northerly along the Westerly line of Bruen Street ninety-five feet six inches more or less to the Southerly line of lot conveyed by the Trustees of the First Presbyterian Church in Orange to Edward Schell by deed dated 9th April, 1870, thence Westerly along the Southerly line of said lot eighty-five feet; thence Southerly parallel with Bruen Street ninety-five feet six inches more or less (to property formerly owned by William S. Woodruff) thence Easterly along said Southerly line eighty-five feet to Bruen Street and place of Beginning.

The Fourth Parcel bounded and described as follows:

BEGINNING at a point in the Easterly line of McWhorter Street one hundred and thirty-seven feet six inches northerly from the Northeast corner of McWhorter and Hamilton Streets, thence Easterly parallel with Hamilton Street eighty-five feet, thence Northerly in a line parallel with the Easterly line of McWhorter Street twenty-two feet six inches, thence Westerly in a line parallel with Hamilton Street eighty-five feet to McWhorter Street, thence Southerly along the Easterly line of McWhorter Street twenty-two feet six inches to the place of Beginning.

But EXCEPTING AND RESERVING from any of the property described as aforesaid so much thereof as was heretofore conveyed by Edward Schell to the Newark and New York Railroad Company by deed dated 1st, June, 1870.

SIXTH: BEGINNING at a point in the Easterly line of McWhorter Street distant Northerly one hundred and eighty-two feet, six inches from the Northerly line of Hamilton Street and from thence running Easterly in a line parallel with Hamilton Street eighty-five feet; thence Northerly in a line parallel with McWhorter Street, twenty-two feet, six inches, thence Westerly on a line parallel with the first mentioned line eighty-five feet to McWhorter Street, thence Southerly along the line of McWhorter Street, twenty-two feet, six inches to the place of Beginning.

SEVENTH: BEGINNING at a point in the Easterly line of McWhorter Street, distant Northerly one hundred and sixty-feet from the Northerly line of Hamilton Street, and from thence running Easterly on a line parallel with said Hamilton Street, eighty-five feet, thence Northerly on a line parallel with McWhorter Street, twenty-two feet, six inches, thence Easterly on a line parallel with the first mentioned line eighty-five feet to the said line of McWhorter Street, thence Southerly along the same twenty-two feet, six inches to the place of Beginning.

EIGHTH: Being Lot Number Eighty on a map of the parcel of land known by the name of the "New Burying Ground" situate on Harris-(now Union Street) made by Stephen Dodd and recorded in Book V 3 of Deeds for Essex County pages 68 and 69, and described as follows:

BEGINNING in the Westerly line of Union Street at a point therein distant three hundred and ninety feet Southerly from the North-East corner of the frame building standing on the Southwest corner of said Union Street and Ferry Street, thence running Southerly along the line of Union Street thirty feet, thence Westerly on a line at right angles to Union Street, eighty-five feet, thence Northerly parallel with Union Street, thirty feet, and thence running Easterly on a line at right angles to Union Street, eighty-five feet to Union Street and the place of Beginning.

NINTH: BEGINNING in the Easterly line of McWhorter Street at a point therein distant two hundred and sixty-five feet North from the Northerly line of Hamilton Street, said Beginning point being in the division line between lots Nos. 51 and 52 as laid down on a map of property known as the New Burying Ground, situated on Harris Street, made by Stephen Dodd and recorded in the Clerk's Office in the County of Essex, in Book V 3 of

Deeds, pages 68 and 69; thence running Easterly along the division line between said lots Nos. 51 and 52, and at right angles to McWhorter Street eighty-five feet; thence Northerly with McWhorter Street thirty-five feet three inches; thence Westerly at right angles to McWhorter Street eighty-five feet to said Easterly line of McWhorter; thence Southerly along the same thirty-three feet three inches to the place of Beginning. Being Lot No. 51 and a part of lot No. 50 on the aforesaid map.

TENTH: BEGINNING in the Easterly side of McWhorter Street at a point therein distant two hundred and thirty-five feet northerly from the northerly line of Hamilton Street; from thence running along the line of McWhorter Street North forty-three degrees thirty minutes east thirty feet to the southerly line of Lot Number Fifty-one (51) on a map of property hereinafter mentioned, thence along the southerly line of said lot South forty-seven degrees eighteen minutes East eighty-five feet; thence south forty-three degrees thirty minutes west thirty feet to the northerly line of Lot Number Fifty-three (53) on said map; and thence along the same North forty-seven degrees eighteen minutes West eighty-five feet to said line of McWhorter Street and the place of Beginning. According to survey recently made by Francisco & Barkhorn.

ELEVENTH: BEGINNING in the easterly side of McWhorter Street at a point therein distant two hundred and thirty-five feet northerly from the northerly line of Hamilton Street; from thence running along the line of McWhorter Street north forty-three degrees thirty minutes East thirty feet to the southerly line of lot number fifty-one (51) on a map of property hereinafter mentioned; thence along the southerly line of said lot south forty seven degrees eighteen minutes east eighty-five feet; thence south forty-three degrees thirty minutes west thirty feet to the northerly line of lot number fifty-three (53) on said map; and thence along the same north forty-seven degrees eighteen minutes west eighty-five feet to said line of McWhorter Street and the place of Beginning. According to survey made by Francisco & Barkhorn.

TWELFTH: Known as Numbers Seventy-three (73) Seventy-five (75) Seventy-seven (77) and Seventy-nine (79) Union Street.

BEGINNING at a point in the Westerly line of Union Street distant fifty-five feet Northerly from the Northwest corner of the same and Hamilton Street as the same is laid out on a Map of the Burying Ground Property; from thence running along the Westerly line of Union Street as the same is laid out on said map ninety-seven feet; thence Westerly parallel with said Hamilton Street eighty-five feet; thence Southerly parallel with said Union Street ninety-seven feet; thence Easterly parallel with said Hamilton Street eighty-five feet to the place of Beginning. Being Lots Numbers Seventy-six (76) Seventy-seven (77) and Seventy-eight and part of lot Number Seventy-nine (79) on said map.

THIRTEENTH: The same being a part of the "Old Burying Ground" and is twenty-three feet front and rear off of the Northerly side of the Lot Known as Lot Number Seventy-nine (79) on a Map of the Old Burying Ground recorded in the Office of the Register of Essex County in Book V 3 of Deeds for Essex County on pages 68 and 69. The said Lot fronts on Union Street and is twenty-three feet front and rear by eighty-five feet deep.

FOURTEENTH: BEGINNING at a point in the Westerly line of Union Street distant two hundred and twenty-eight feet and sixty-eight one-hundredths of a foot southerly from the southerly line of Ferry Street; thence (1) north fifty-four degrees west sixty-four feet and fifty one-hundredths of a foot; thence (2) south forty-three degrees thirty minutes west thirty feet and twenty-five one-hundredths of a foot; thence (3) south fifty four degrees east sixty-eight feet and fifty one-hundredths of a foot to the Westerly line of Union Street; and thence (4) along the same north thirty-six degrees east thirty feet to the place of Beginning. Being lot 58 on Map of Burying Ground Property recorded in Book V 3 page 68 of Deeds for Essex County.

This description being taken from the survey made by G. F. Lemassena; dated May 11, 1912.

FIFTEENTH: BEGINNING at the corner formed by the intersection of the westerly line of Union Street as changed, with the Northeastly line of Hamilton Street; thence running North Thirty-four degrees Fifty-one minutes East along Union Street fifty-five feet and sixty-three one hundredths of a foot; thence North forty-six degrees thirty minutes West parallel with Hamilton Street eighty-six feet and sixty-two one hundredths of a foot; thence South forty-three degrees forty minutes West parallel with McWhorter Street fifty-five feet to the Northeastly line of Hamilton Street; thence along Hamilton Street South forty-six degrees thirty minutes East ninety-five feet and fourteen one hundredths of a foot to the point and place of Beginning.

This description is taken from a survey made by Harrison R. Van Dyne, surveyor July, 1916.

Being the same premises conveyed to the party of the first part by Deed from Blanchard Bro. & Lane, bearing even date herewith.

TOGETHER with all and singular, the tenements, hereditaments and appurtenances therunto belonging, or in anywise appertaining, and the reversions and reversions, remainder and remainders, rents, issues and profits thereof, AND ALSO, all the estate, right, title, interest, property, possession, claim and demand whatsoever, as well in law as in equity, of the said party of the first part, of, in, or of the above described premises and every part and parcel thereof, with the appurtenances.

TO HAVE AND TO HOLD, all and singular the above mentioned and described premises, together with the appurtenances, unto the said party of the second part, his successors and assigns, forever, to the only proper use, benefit and behoof of the said party of the second part, its successors and assigns forever.

IN WITNESS WHEREOF, the said party of the first part has set his hand and affixed his seal the day and year first above mentioned.

Signed, Sealed and Delivered in the presence of Walter D. Van Riper, Frank J. Deckert

STATE OF NEW JERSEY, ss.
COUNTY OF ESSEX.

BE IT REMEMBERED, That on this 1st day of July in the year of our Lord One Thousand

Nine Hundred and Thirty-seven, before me, the subscriber, a Master in Chancery of New Jersey, personally appeared Frank Deckert, unmarried, who, I am satisfied is the grantor mentioned in the within Instrument to whom I first made the contents thereof, and thereupon he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed; for the uses and purposes therein expressed.

Walter D. Van Riper, Master in Chancery of N.J.

Received in the office July 2nd, A.D. 1937 at 12:22 P.M.

Recorded at the request of Walter D. Van Riper.

23-68

SAVINGS INVESTMENT & TRUST CO.

EXR. 201

THIS INDENTURE, Made the 1st day of July in the year of our Lord One Thousand Nine

Hundred and Thirty-seven BETWEEN Savings

INWITNESS WHEREOF, I have hereunto set my hand and the seal of the State of New Jersey, having first read the contents thereof.

said Instrument as an attesting witness to the execution thereof.

Sworn and subscribed before me

S. C. Strong

at Orange, N. J. the date aforesaid.

Edward L. Davis

Master in Chancery of New Jersey

Received in the Office December 24th, A. D. 1941 at 10:42 A. M.

Not 12

Recorded at the request of John Contrell.

BLANCHARD BRO. & LANE

TO

IRONBOUND LAND DEVELOPMENT CO.

THIS INSTRUMENT Made the Twenty Sixth day of December, in the year of our Lord One Thousand Nine Hundred and Forty-One BETWEEN Blanchard Bro. & Lane, a corporation of the State of New Jersey, party of the first part AND Ironbound Land Development Company, a corporation of New Jersey, with its principal place of business at 21172 Raymond Boulevard, Newark, party of the second part: WITNESSETH, That the said party of the first part, for and in consideration of One (\$1.00) Dollar and other good and valuable consideration, lawful money of the United States of America, to it in hand well and truly paid by the said party of the second part, at or before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, and the said party of the first part being therewith fully satisfied, contented and paid, has given, granted, bargained, sold, aliened, released, enfeoffed, conveyed and confirmed, and by these presents does give, grant, bargain, sell, alien, release, enfeoff, convey and confirm unto the said party of the second part, and to its successors and assigns, forever, All those tracts or parcels of land and premises, hereinafter particularly described, situate, lying and being in the City of Newark, in the County of Essex and State of New Jersey.

FIRST: A tract of land situate in the said City of Newark and the same described in a deed from William S. Woodruff and Catherine D.---his wife to the said Noah F. Blanchard and Samuel F. Blanchard, dated on the twenty-fourth day of July, 1866, and recorded in the Register's Office of Essex County in Book F-13 of Deeds, pages 49 and 50 and is therein described as follows:

BEGINNING at the southerly corner thereof on the West side of a new street called Bruen Street seventy-seven feet North of the North side of Hamilton Street as the same has been extended over the easterly side of the Railroad Avenue, and from said corner running North forty-three degrees and forty minutes East thirty feet, thence North forty-six degrees and twenty minutes West eighty-five feet; thence South forty-three degrees forty minutes East thirty feet, thence again South forty-six degrees and twenty minutes East eighty-five feet to the Beginning Corner. Being marked and designated on a map filed in the Clerk's office of said County of Essex as Lot No. 75.

SECOND: A tract of land also situate in the said City of Newark and the same described in a deed from Charles E. Lockwood and Fanny---his wife, to the said Peter Van Zandt Lane, dated on the first day of November, 1869 and recorded in said Essex County Register's Office in Book U 14 of Deeds, pages 519 and 520 and therein described as follows:

Viz: BEGINNING at the North East corner of Hamilton and McWhorter Streets and running along the Easterly line of McWhorter Street one hundred and fifteen feet, thence Easterly in a line parallel with Hamilton Street eighty-five feet, thence Southerly in a line parallel with McWhorter Street one hundred and fifteen feet to the Northerly line of Hamilton Street, thence along the line of Hamilton Street eighty-five feet to the place of BEGINNING.

DBK 599-12 Rec 12-27-41 (over) 30

ALSO a tract BEGINNING at a point in the Easterly line of McWhorter Street distant Northerly one hundred and fifteen feet from the corner of Hamilton and McWhorter Streets and from thence running Easterly and in a line parallel with Hamilton Street eighty-five feet, thence Northerly and parallel with McWhorter Street twenty-two feet six inches, thence Westerly and parallel with the first mentioned line eighty-five feet to said line of McWhorter Street; thence Southerly along the same twenty-two feet six inches to the place of BEGINNING.

THIRD: A tract of land situate in the said City of Newark and the same described in a deed from John W. Ogden and wife, to Peter Van Zandt Lane, dated March 1, 1872, and recorded in Essex County Register's Office in Book N 16 of Deeds, pages 579 &c. and therein described as follows:

BEGINNING on the North side of McWhorter Street two hundred and thirty-five feet to the North East corner of Hamilton Street; thence running North forty-six degrees and thirty minutes West eighty-five feet, thence North forty-three degrees and thirty minutes East thirty feet; thence South forty-six degrees and thirty minutes East eighty-five feet to McWhorter Street, thence along the same South forty-three degrees and thirty minutes West thirty feet to the place of BEGINNING. Being described as lot No. 38 (thirty-eight) on a map of the New Burying Ground lots, made by Stephen Dodd, Esq. and recorded in Book V. 3, of Deeds for Essex County on pages 68 and 69.

FOURTH: A tract of land in the City of Newark aforesaid conveyed to the said P. Van Zandt Lane by Gustav Lohbach and wife by deed dated January 23d, 1876 and recorded in Essex County Register's Office in Book R 19 of Deeds, page, 247, 248 and 249 and therein described as follows:

BEGINNING in the Northwesterly line of McWhorter Street at a point distant southerly 50 (50) feet at right angles to the center line of the "Newark and New York Railroad" as filed in the office of the Secretary of State, thence Westerly parallel with said center line as filed, fifty feet southerly therefrom one hundred and fourteen (114) feet more or less to the line of land belonging to P. Van Zandt Lane, thence Southeasterly along said Lane's land one hundred feet more or less to the said Northwesterly line of McWhorter Street thence Northeasterly along McWhorter Street fifty-four and nine tenths (54 9/10) feet more or less to the place of BEGINNING.

FIFTH: Four tracts of land situate in the City of Newark aforesaid, and described in a deed from Noah F. Blanchard and wife to said P. Van Zandt Lane dated December fourteenth Eighteen Hundred and seventy eight as follows:

BEGINNING at the Northeasterly corner of Bruen and Hamilton Streets, running thence Easterly along the Northeasterly side of Hamilton Street one hundred and seventy feet to McWhorter Street, thence Northerly along the Westerly line of McWhorter Street two hundred and thirty-five feet; thence Westerly in a line parallel with Hamilton Street eighty-five feet, thence Northerly in a line parallel with McWhorter Street twenty-five feet, thence Westerly eighty five feet to Bruen Street, thence Southerly along the Easterly line of Bruen Street two hundred and sixty-two feet two inches to Hamilton Street and place of BEGINNING.

The Second Parcel bounded and described as follows:

BEGINNING at a point in the Westerly line of Bruen Street two hundred and twenty eight feet southerly from the southwest corner of Bruen and East Mechanic Streets thence Southerly along the Westerly line of Bruen Street thirty feet; thence North forty-six degrees thirty minutes West eighty-five feet; thence Northwesterly parallel with Bruen Street thirty feet, thence South thirty-six degrees thirty minutes East eighty-five feet to Bruen Street and place of BEGINNING.

The Third Parcel bounded and described as follows:

BEGINNING at a point in the Westerly line of Bruen Street one hundred and seven feet Northerly from the North West corner of Bruen and Hamilton Streets, thence Northerly along the Westerly line of Bruen Street ninety-five feet six inches more or less to the Southerly line of a lot conveyed by the Trustees of the First Presbyterian Church in Orange to Edward Schell by Deed dated 9th April, 1870, thence Westerly along the Southerly line of said lot eighty-five feet, thence Southerly parallel with Bruen Street ninety-five feet six inches more or less (to property formerly owned by William S. Woodruff), thence Easterly along said Southerly line eighty-five feet to Bruen Street and place of BEGINNING.

The Fourth Parcel bounded and described as follows:

BEGINNING at a point in the Easterly line of McWhorter Street one hundred and thirty-seven feet six inches northerly from the Northeast corner of McWhorter and Hamilton Streets, thence Easterly parallel with Hamilton Street eighty-five feet, thence Northerly in a line parallel with the Easterly line of McWhorter Street twenty-two feet six inches, thence Westerly in a line parallel with Hamilton Street eighty-five feet to McWhorter Street, thence Southerly along the Easterly line of McWhorter Street twenty-two feet six inches to the place of BEGINNING.

But EXCEPTING and RESERVING from any of the property described as aforesaid so much thereof as was heretofore conveyed by Edward Schell to the Newark and New York Railroad Company by Deed dated 1st June, 1870.

Being the same premises described in Deed from Emeline C. Blanchard, Theodore C. E. Blanchard, Isaac H. Searles and Matthew T. Gay, individually and as Executors of the Last Will and Testament of Noah F. Blanchard, deceased, to the party of the first part, dated December 30th, 1857, and recorded in the Essex County Register's Office on January 6, 1858, in Book V 23 of Deeds, pages 249-252.

Also being the same premises described in Deed from P. Van Landt Lane and Mary B. Lane, his wife and Samuel F. Blanchard, and Anna H. Blanchard, his wife, to the party of the first part, dated December 30th, 1857, and recorded in the Essex County Register's Office on January 6th, 1858, in book V 23 of Deeds, pages 252-256.

SIXTH: BEGINNING at a point in the Easterly line of McWhorter Street distant Northerly one hundred and eighty-two feet six inches from the Northerly line of Hamilton Street and from thence running Easterly in a line parallel with Hamilton Street eighty-five feet, thence Northerly in a line parallel with McWhorter Street, twenty-two feet six inches, thence Westerly on a line parallel with the first mentioned line eighty-five feet to McWhorter Street, thence Southerly along the line of McWhorter Street twenty-two feet six inches to the place of BEGINNING.

SEVENTH: BEGINNING at a point in the Easterly line of McWhorter Street, distant Northerly one hundred and sixty feet from the Northerly line of Hamilton Street, and from thence running Easterly on a line parallel with said Hamilton Street, eighty-five feet, thence Northerly on a line parallel with McWhorter Street, twenty-two feet six inches, thence Westerly on a line parallel with the first mentioned line eighty-five feet to the said line of McWhorter Street, thence Southerly along the same twenty-two feet six inches to the place of BEGINNING. Being the same premises conveyed to the party of the first part by Deed from Oscar Barnett and Alexander Turnbull, who have survived: Francis H. Dawes, deceased, Executors of the last Will and Testament of John Barnett, and dated May 6, 1869, recorded in the Essex County Register's Office, June 29, 1869, in Book S. 24 of Deeds, pages 245-247.

EIGHTH: being Lot Number Eighty on a Map of the parcel of land known by the name of the "New Burying Ground" situate on Harris (now Union Street) made by Stephen Doe

and recorded in Book V 3 of Deeds for Essex County pages 66 and 69, and described as follows:

/ BEGINNING in the Westerly line of Union Street at a point therein distant three hundred and ninety feet Southerly from the Northeast corner of the frame building standing on the Southwesterly corner of said Union Street and Ferry Street, thence running Southerly along the line of Union Street thirty feet, thence Westerly on a line at right angles to Union Street eighty-five feet thence Northerly parallel with Union Street thirty feet, and thence running Easterly on a line at right angles to Union Street eighty-five feet to Union Street and the place of BEGINNING. Being the same premises conveyed to the party of the first part by Deed from Oscar Barnett and Sarah H. — his wife, dated December 28th, 1889, and recorded in the Essex County Register's Office December 28th, 1889, in Book E 25 of Deeds, pages 343-344.

/ NINTH: BEGINNING in the Easterly line of McWhorter Street at a point therein distant two hundred and sixty-five feet North from the Northerly line of Hamilton Street, said beginning point being in the division line between lots Nos. 51 and 52 as laid down on a map of property known as the New Burying Ground, situated on Harris Street, made by Stephen Dodd and recorded in the Clerk's Office in the County of Essex, in Book V 3 of Deeds, pages 68 and 69; thence running Easterly along the division line between said lots Nos. 51 and 52, and at right angles to McWhorter Street eighty-five feet; thence Northerly with McWhorter Street thirty-five feet three inches; thence Westerly at right angles to McWhorter Street eighty-five feet to said Easterly line of McWhorter thence Southerly along the same thirty-three feet three inches to the place of BEGINNING. Being lot No. 51 and a part of lot No. 50 on the aforesaid map. Being the same premises conveyed to the party of the first part by Deed from Whigley & Gay, Incorporated, dated June 25, 1910, and recorded June 25, 1910, in Book P. 47 of Deeds, pages 252, 253.

/ TENTH: BEGINNING in the Easterly side of McWhorter Street at a point therein distant two hundred and thirty-five feet northerly from the northerly line of Hamilton Street; from thence running along the line of McWhorter Street North forty-three degrees thirty minutes east thirty feet to the southerly line of Lot Number Fifty-one (51) on a map of property hereinafter mentioned; thence along the southerly line of said lot South forty-seven degrees eighteen minutes East eighty-five feet; thence South forty-three degrees thirty minutes west thirty feet to the northerly line of Lot Number Fifty-three (53) on said map; and thence along the same North forty-seven degrees eighteen minutes west eighty-five feet to said line of McWhorter Street and the place of BEGINNING. According to survey recently made by Francisco & Barkhorn. Being the same premises conveyed to the party of the first part by Deed from Lenox S. Rose and Nellie K. Rose, his wife, dated July 12, 1906, and recorded July 12th, 1906, in the Essex County Register's Office in Book I 40 of Deeds, pages 455-457.

/ ELEVENTH: BEGINNING in the easterly side of McWhorter Street at a point therein distant two hundred and thirty-five feet Northerly from the northerly line of Hamilton Street; from thence running along the line of McWhorter Street north forty-three degrees thirty minutes east thirty feet to the southerly line of lot number fifty-one (51) on a map of property hereinafter mentioned; thence along the southerly line of said lot south forty seven degrees eighteen minutes east eighty-five feet; thence south forty-three degrees thirty minutes west thirty feet to the northerly line of lot number fifty-three (53) on said map; and thence along the same north forty-seven degrees eighteen minutes west eighty-five feet to said line of McWhorter Street and the place of BEGINNING. According to survey made by Francisco & Barkhorn. Being the same premises conveyed to the party of the first part by deed from Lenox S. Rose and Nellie K. Rose, his wife, dated August 11, 1922, and recorded in the Essex County Register's Office August 30, 1922. in Book

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v 66 of Deeds, pages 415-416.

TWELFTH: Known as Numbers Seventy-three (73) Seventy-five (75) Seventy-seven (77) and Seventy-nine (79) Union Street.

/ BEGINNING at a point in the Westerly line of Union Street distant fifty-five feet Northerly from the Northwestern corner of the same and Hamilton Street as the same are laid out on a Map of the Burying Ground Property; from thence running along the Westerly line of Union Street as the same is laid out on said map ninety-seven feet; thence Westerly parallel with said Hamilton Street eighty-five feet; thence Southerly parallel with said Union Street ninety-seven feet; thence Easterly parallel with said Hamilton Street eighty-five feet to the place of BEGINNING. Being lots Numbers Seventy-Six (76), Seventy-seven (77) and Seventy-eight and part of lot Number Seventy-nine (79) on said Map. Being the same premises conveyed to the party of the first part by Deed from "Saint James Catholic Church, Newark", dated August 29, 1901, and recorded in the Essex County Register's Office August 30th, 1901 in Book D 34 of Deeds, pages 317-318.

/ THIRTEENTH: The same being a part of the "Old Burying Ground" and is twenty-three feet front and rear off of the Northerly side of the Lot known as Lot Number Seventy-nine (79) on a Map of the Old Burying Ground recorded in the Office of the Register of Essex County in Book V 3 of Deeds for Essex County on pages 68 and 69. The said lot front on Union Street and is twenty-three feet front and rear by eighty-five feet deep. Being the same premises conveyed to the party of the first part by Deed from Miles F. Quinn and Marie Quinn, his wife, dated August 30, 1901 and recorded in the Essex County Register's Office August 30, 1901 in Book 4 34 of Deeds, pages 247-248.

/ FOURTEENTH: BEGINNING at a point in the Westerly line of Union Street distant two hundred and twenty-eight feet and sixty-eight one-hundredths of a foot southerly from the southerly line of Ferry Street; thence (1) north fifty-four degrees west sixty-four feet and fifty one-hundredths of a foot; thence (2) south forty-three degrees thirty minutes west thirty feet and twenty-five one-hundredths of a foot; thence (3) south fifty-four degrees east sixty-eight feet and fifty one-hundredths of a foot to the westerly line of Union Street, and thence (4) along the same north thirty-six degrees east thirty feet to the place of BEGINNING. Being lot #65 on Map of Burying Ground Property recorded in Book V 3 page 68 of Deeds for Essex County. This description being taken from the survey made by C. F. Lemmens dated May 31, 1912. Being the same premises conveyed to the party of the first part by Deed from Mary McPherson Seitz and John Seitz, her husband, dated June 1st, 1912 and recorded June 11th, 1912, in the Essex County Register's Office in Book D 51 of Deeds, pages 277-279.

/ FIFTEENTH: BEGINNING at the corner formed by the intersection of the Westerly line of Union Street as changed with the Northeasterly line of Hamilton Street; thence running North thirty-four degrees fifty-one minutes East along Union Street fifty-five feet and sixty-three one-hundredths of a foot; thence North forty-six degrees thirty minutes West parallel with Hamilton Street eighty-six feet and sixty-two one-hundredths of a foot; thence South forty-three degrees forty minutes West parallel with McWhorter Street fifty-five feet to the Northeasterly line of Hamilton Street; thence along Hamilton Street South forty-six degrees thirty minutes east ninety-five feet and fourteen one-hundredths of a foot to the point and place of BEGINNING. This description is taken from a survey made by Harrison A. Van Dyne, surveyor, July, 1916. Being the same premises conveyed to the party of the first part by Deed from George C. Stickel, unmarried, dated September 2, 1916, and recorded in the Essex County Register's Office in Book 2 57, pages 431-432, on September 20th, 1916.

All of the foregoing 15 described tracts constitute the same premises conveyed

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to the party of the first part by Deed from Frank DeBert, unmarried, dated July 1, 1937 and recorded July 2, 1937 in the Essex County Register's office in Book 1-92 of Deeds for said County, on pages 235-239.

TOGETHER with all and singular the houses, buildings, trees, ways, waters, profits, privileges, and advantages, with the appurtenances to the same belonging or in anywise appertaining; ALSO, all the estate, right, title, interest, property, claim and demand whatsoever, of the said party of the first part, of, in and to the same, and of, in and to every part and parcel thereof, TO HAVE AND TO HOLD, all and singular the above described land and premises, with the appurtenances, unto the said party of the second part, its successors and assigns, to the only proper use, benefit and behoof of the said party of the second part, its successors and assigns forever; AND the said party of the first part does for itself and its successors, covenant and agree to and with the said party of the second part, its successors and assigns, that it, the said party of the first part is the true, lawful and right owner of all and singular the above described land and premises, and of every part and parcel thereof, with the appurtenances thereunto belonging; and that the said land and premises, or any part thereof, at the time of the sealing and delivery of these presents, are not encumbered by any mortgage, judgment or limitation, or by any encumbrance whatsoever, by which the title of the said party of the second part hereby made or intended to be made, for the above described land and premises, can or may be changed, charged, altered or defeated in any way whatsoever. AND ALSO that the said party of the first part now has good right, full power and lawful authority to grant, bargain, sell and convey the said land and premises in manner aforesaid; AND ALSO, that the said party of the first part, will WARRANT, secure, and forever defend the said land and premises unto the said party of the second part, its successors and assigns, forever, against the lawful claims and demands of all and every person or persons, freely and clearly freed and discharged of and from all manner of encumbrance whatsoever.

IN WITNESS WHEREOF, the said party of the first part hath caused its corporate Seal to be hereto affixed and attested by its Secretary and these presents to be signed by its Vice President, the day and year first above written.

Attest:

H. Gay Crawford
Secretary.

BLANCHARD
BRO. & LANE
INCORPORATED
1937
NEWARK, N.J.

By Karl W. Koeniger
Vice-President.

STATE OF NEW JERSEY, SS.
COUNTY OF ESSEX

BE IT REMEMBERED, That on this 26th day of
December, Nineteen hundred and Forty-one

before me the subscriber, a Notary Public of New Jersey personally appeared H. Gay Crawford who being by me duly sworn on his oath, says that he is the Secretary of Blanchard Bro. & Lane the Grantor named in the foregoing Instrument; that he well knows the corporate seal of said corporation; that the seal affixed to said Instrument is the corporate seal of said corporation; that the said seal was so affixed and the said Instrument signed and delivered by Karl W. Koeniger, who was at the date thereof the Vice President of said corporation, in the presence of this deponent, and said Vice President, at the same time acknowledged that he signed, sealed and delivered the same as his voluntary act and deed, and as the voluntary act and deed of said corporation, by virtue of authority from its Board of Directors, and that deponent, at the same time, subscribed his name to said Instrument as an attesting witness to the execution thereof.

Sworn and subscribed before me
at the date aforesaid.

Eva Hoelzel
Notary Public of N. J.

EVA
HOELZEL
NOTARY PUBLIC
NEW JERSEY

H. Gay Crawford

Received in the Office December 27th, A. D. 1941 at 11:32 A. M. No. 17
Recorded at the request of Robert Carey, Jr.

TONY BARTOLOMEO
TO
NANCY BARTOLOMEO

THIS INDENTURE, Made the 31st day of October
in the year One Thousand Nine Hundred and
Forty-one, BETWEEN Tony Bartolomeo, of the
City of Newark, in the County of Essex and

(\$50)

State of New Jersey, party of the first part; AND Nancy Bartolomeo, of the City of Newark
in the County of Essex and State of New Jersey, party of the second part: WITNESSETH, That
the said party of the first part, for and in consideration of One Dollar (\$1.00) and other
good and valuable considerations, lawful money of the United States of America, to him in
hand well and truly paid by the said party of the second part, at or before the sealing
and delivery of these presents, the receipt whereof is hereby acknowledged, and the said
party of the first part being therewith fully satisfied, contented and paid, has given,
granted, bargained, sold, aliened, released, enfeoffed, conveyed and confirmed, and by
these presents does give, grant, bargain, sell, alien, release, enfeoff, convey and con-
firm unto the said party of the second part, and to her heirs and assigns, forever, ALL
that certain tract or parcel of land and premises, hereinafter particularly described,
situate, lying and being in the City of Newark in the County of Essex and State of
New Jersey.

BEGINNING in the easterly line of Avenue C at a point therein distant sixty-
one feet and ninety-three hundredths of a foot northerly from the northeasterly corner of
the same and Emmett Street thence running along said easterly line of Avenue C north
twenty-four degrees twenty-one minutes east twenty-eight feet and fifty-six hundredths
of a foot; thence south seventy-six degrees thirty-nine minutes east one hundred seventy-
two feet and thirty-seven hundredths of a foot; thence south fifteen degrees thirty-three
minutes west twenty-four feet and twenty-seven hundredths of a foot; thence north seventy-
seven degrees fifty-three minutes west one hundred seventy-six feet and ninety-three hun-
dredths of a foot to the easterly line of Avenue C aforesaid and place of BEGINNING. Being
a portion of the premises conveyed to Tony Bartolomeo and Salvatore Bartolomeo by John
Fadovano and Margaret Fadovano, his wife, by deed dated March 4, 1936 and recorded in the
Registrar's Office of Essex County in Book R 90 of Deeds for said County, on page 103-104.

TOGETHER with all and singular the houses, buildings, trees, ways, waters,
profits, privileges, and advantages, with the appurtenances to the same belonging or in
anywise appertaining: ALSO, all the estate, right, title, interest, property, claim and
demand whatsoever, of the said party of the first part; of, in and to the same, and of,
in and to every part and parcel thereof. TO HAVE AND TO HOLD, all and singular the above
described land and premises, with the appurtenances, unto the said party of the second
part, her heirs and assigns, to the only proper use, benefit and behoof of the said party
of the second part, her heirs and assigns forever: AND the said Tony Bartolomeo, for his-
self, his heirs, executors and administrators, does covenant, promise and agree to and
with the said party of the second part, her heirs and assigns, that he has not made, done,
committed, executed or suffered any act or acts, thing or things whatsoever, whereby or
by means whereof the above mentioned and described premises, or any part or parcel thereof,
now are, or at any time hereafter shall or may be impeached, charged or encumbered, in any
manner or way whatsoever.

IN WITNESS WHEREOF, I, the party of the first part have set my hand and
seal the day and year first above written.

Signed, Sealed and Delivered
in the presence of Earl Cohen

Tony Bartolomeo

Seal

STATE OF NEW JERSEY, SS
COUNTY OF PASSAIC

BE IT REMEMBERED That on this nine-
teenth day of October, in the year

One thousand Nine Hundred and forty four before me, the subscriber, An Attorney at Law
of New Jersey personally appeared Margaret Super and Peter Super, her husband, who, I
am satisfied are the grantors mentioned in the within Instrument, to whom I first made
known the contents thereof, and thereupon they acknowledged that they signed, sealed and
delivered the same as their voluntary act and deed, for the uses and purposes therein
expressed.

Meyer W. Stein, An Attorney at Law of New Jersey

Received in the office October 23rd A.D. 1944 at 10:54 A.M.

No. 16

Recorded at the request of Feder & Rinzier

IRONBOUND LAND DEVELOPMENT CO.

TO

MCWHORTER REALTY CO.

THIS INDENTURE, Made the 20th day of
October in the year One thousand Nine
Hundred and forty four between
Ironbound Land Development Company,

a corporation of the State of New Jersey, having its principal office in the City of
Newark in the County of Essex and State of New Jersey, party of the first part AND
McWhorter Realty Co. a corporation of the State of New Jersey, having its principal office
at --in the -- of -- in the County of --and State of New Jersey party of the second part:

WITNESSETH That the said party of the first part, for and in consideration of the sum of
One (\$1.00) Dollar and other valuable consideration, lawful money of the United States
of America, to it in hand well and truly paid by the said party of the second part, at
or before the sealing and delivery of these presents, the receipt whereof is hereby ac-
knowledged, and the said party of the first part being therewith fully satisfied, con-
vanted and paid, has given, granted, bargained, sold, aliened, released, enfeoffed, con-
veyed and confirmed, and by these presents does give, grant, bargain, sell, alien, re-
lease, enfeoff, convey and confirm unto the said party of the second part, and to its
successors and assigns forever, All that certain lot, tract or parcel of land and premi-
ses, hereinafter particularly described, situate, lying and being in the City of Newark
in the County of Essex and State of New Jersey, more particularly described as follows:

BEGINNING at the corner formed by the intersection of the northeasterly line
of Hamilton Street with the northwesterly line of McWhorter Street as said streets are
presently monumented; thence (1) along said northwesterly line of McWhorter Street north
forty-three (43) degrees thirty (30) minutes east three hundred twenty-one and five
hundredths (321.05) feet to land of the Central Railroad of New Jersey; thence (2) along
same north seventy-five (75) degrees eighteen (18) minutes west one hundred fourteen
and twelve hundredths (114.12) feet to a point; thence (3) still along same north forty-
seven (47) degrees ten (10) minutes fifty (50) seconds west seventy-one and seventy-seven
hundredths (71.77) feet to a point in the southeasterly line of Bruen Street; thence
(4) along said southeasterly line of Bruen Street south forty-three (43) degrees fourteen
(14) minutes twenty (20) seconds west two hundred sixty-five and seventy-five hundredths
(265.75) feet to the northeasterly line of Hamilton Street aforesaid; thence along the
said northeasterly line of Hamilton Street south forty-six (46) degrees forty (40) minutes
forty (40) seconds east one hundred seventy and fifty-five hundredths (170.55) feet to

599-12
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Rec 10/23/44 (over)

the northwesterly line of McWhorter Street aforesaid at the point or place of Beginning.

The above description being in accordance with a survey dated October 7, 1944 made by Charles J. Leeds, Surveyor.

Subject to easement of pipe, drain or sewer crossing the lands, if any.

Subject to zoning ordinances.

TOGETHER with all and singular the houses, buildings, trees, ways, waters profits, privileges and advantages, with the appurtenances to the same belonging or in anywise appertaining. ALSO, all the estate, right, title, interest, property, claim and demand whatsoever, of the said party of the first part, of, in and to the same, and of, in and to every part and parcel thereof. TO HAVE AND TO HOLD all and singular the above described land and premises, with the appurtenances, unto the said party of the second part, its successors and assigns, to the only proper use, benefit and behoof of the said party of the second part, its successors and assigns forever. AND the said Ironbound Land Development Company, for itself, its successors and assigns, does covenant, promise and agree to and with the said party of the second part, its successors and assigns, that it has not made, done, committed, executed or suffered any act or acts, thing or things whatsoever, whereby or by means whereof the above mentioned and described premises, or any part or parcel thereof, now are, or at any time hereafter shall or may be impeached, charged or encumbered in any manner or way whatsoever.

IN WITNESS WHEREOF the party of the first part has caused these presents to be signed by its proper corporate officers and caused its proper corporate seal to be hereto affixed, the day and year first above written.

Attest: Carolyn D. Repkle
Asst. Secretary

IRONBOUND
LAND
DEVELOPMENT
COMPANY
CORPORATE SEAL
1944 NEW
JERSEY

Ironbound Land Development Company
By W.J. Hinson
President

STATE OF NEW JERSEY, SS
COUNTY OF ESSEX

BE IT REMEMBERED that on this 20th
day of October, in the Year One thou-

sand Nine Hundred and forty four before me the subscriber, a Master in Chancery of New Jersey personally appeared Carolyn D. Repkle who, being by me duly sworn on her oath, doth depose and make proof to my satisfaction; that she is the Asst. Secretary of Ironbound Land Development Company the Grantor named in the within instrument; that W.J. Hinson is the President of said corporation; that the execution, as well as the making of this Instrument, has been duly authorized by a proper resolution of the board of directors of said corporation; that deponent well knows the corporate seal of said corporation; and the seal affixed to said Instrument is such corporate seal and was thereto affixed and said Instrument signed and delivered by said President, as and for his voluntary act and deed and as and for the voluntary act and deed of said corporation, in presence of deponent, who thereupon subscribed her name thereto as witness.

Sworn to and subscribed before
me at Newark, the date aforesaid.

Carolyn D. Repkle

Daniel C. Knoeppel

Master in Chancery of New Jersey

Received in the office of the Clerk of the Superior Court at 11:03 A.M.

No. 17

Recorded at the request of Lawyers Title & Co. of N.J.

JACOB R. MORRIS, ET UX

WHEREAS, Jacob H. Morris and Josephine

BOOK 4694 PAGE 836

104—DEED - BARGAIN AND SALE (COVENANT AGAINST GRANTOR) A D E R Y T COPYRIGHT 1966 BY ALL-STATE LEGAL SUPPLY CO. 315 DRAFFIELD STREET, MOUNTAINIDE, N.J. 07092

This Deed, made the 26 day of September 19 80,

Between MC WHORTER REALTY COMPANY

a corporation existing under and by virtue of the laws of the State of New Jersey having its principal office at 45 McWhorter Street in the City of Newark Essex and State of New Jersey herein designated as the Grantor, and MC WHORTER REALTY COMPANY

a corporation of the State of New Jersey,

residing or located at 45 McWhorter Street in the City of Newark Essex and State of New Jersey herein designated as the Grantee;

Witnesseth, that the Grantor, for and in consideration of ONE (\$1.00) DOLLAR

lawful money of the United States of America, to it in hand well and truly paid by the Grantee, at or before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, and the Grantor being therewith fully satisfied, does by these presents grant, bargain, sell and convey unto the Grantee forever,

All that tract or parcel of land and premises, situate, lying and being in the City of Newark County of Essex and State of New Jersey, more particularly described herein.

(NJS 36:15-2.11 Municipality of Newark Lot No. Account No. Block No. No property tax identification number is available on date of this deed. (Check box if applicable.)

Beginning in the northwesterly line of McWhorter Street, at a point therein distant 165.81 feet, northeasterly from the northeasterly line of Hamilton Street; thence (1) North 43 degrees 30 minutes East along said line of McWhorter Street 155.24 feet to the land of the Central Railroad of New Jersey; thence (2) North 75 degrees 18 minutes West along said land of the Central Railroad of New Jersey 114.12 feet; thence (3) North 47 degrees 10 minutes 50 seconds West, still along said land of the Central Railroad of New Jersey 71.77 feet to the southwesterly line of Bruen Street; thence (4) South 43 degrees 14 minutes 20 seconds West, along said line of Bruen Street 100 feet; thence (5) South 46 degrees 42 minutes East 171.30 feet to the point and place of Beginning.

Said parcel contains 19,969 sq. Feet or 0.458 acres.

Being part of the same premises conveyed to the Grantor herein by Deed from Ironbound Land Development Company, dated October 20, 1944 and recorded in the Essex County Register's Office in Deed Book R-103 page 568.

The above premises are known as 23 McWhorter Street, Newark, N.J.

DBK 4694-836
rec 9-30-80

(over)

COUNTY OF ESSEX
CORPORATION
REALTY TRANSFER

Together with all and singular the buildings, improvements, tenys, woods, waters, rights, liberties, privileges, hereditaments and appurtenances to the same belonging or in anywise appertaining; and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and of every part and parcel thereof; And also all the estate, right, title, interest, use, possession, property, claim and demand whatsoever, of the Grantor both in law and in equity, of, in and to the premises herein described, and every part and parcel thereof, with the appurtenances. To Have and to Hold all and singular, the premises herein described, together with the appurtenances, unto the Grantees and to Grantees' proper use and benefit forever.

And the Grantor covenants that it has not done or executed, or knowingly suffered to be done or executed, any act, deed or thing whatsoever whereby or by means whereof the premises conveyed herein, or any part thereof, now are or at any time hereafter, will or may be charged or encumbered in any manner or way whatsoever.

In all references herein to any parties, persons, entities or corporations, the use of any particular gender or the plural or singular number is intended to include the appropriate gender or number as the text of the within instrument may require.

Wherever in this instrument any party shall be designated or referred to by name or general reference, such designation is intended to and shall have the same effect as if the words "heirs, executors, administrators, personal or legal representatives, successors and assigns" had been inserted after each and every such designation.

In Witness Whereof, the Grantor has caused these presents to be signed and attested by its proper corporate officers and its corporate seal to be hereunto affixed the day and year first above written.

ATTEST:

MC WHORTER REALTY CO.

Katheryn C. Hommer Secretary

By: Julius J. Hommer President

State of New Jersey, County of UNION, ss: Be it Remembered, that on September 26, 1980, before me, the undersigned,

personally appeared Katheryn C. Hommer

who, being by me duly sworn on her oath, deposes and makes proof to my satisfaction, that she is the Secretary of McWhorter Realty Co.

that Julius J. Hommer is the President of said Corporation; that the execution, as well as the making of this instrument, has been duly authorized by a proper resolution of the Board of Directors of the said Corporation; that deponent well knows the corporate seal of said Corporation; and that the seal affixed to said instrument is the proper corporate seal and was thereto affixed and said instrument signed and delivered by said President as and for the voluntary act and deed of said Corporation, in presence of deponent, who thereupon subscribed her name thereto as attesting witness; and that the full and actual consideration paid or to be paid for the transfer of title to realty evidenced by the within deed, as such consideration is defined in P.L. 1968, c. 49, Sec. 2(c), is \$ 1.00.

Sworn to and subscribed before me, the date aforesaid.

Terry R. Zuckerman

Katheryn C. Hommer

An Attorney at Law of New Jersey

Prepared by: Terry R. Zuckerman, Esq.

EDD:4694 PAGE 837

This Deed, made the 11 day of December 19 81,

Between NC WHORTER REALTY CO.,

a corporation existing under and by virtue of the laws of the State of New Jersey
having its principal office at 45 McWhorter St.
in the City of Newark in the County of
Essex and State of New Jersey, herein designated as the Grantor,
And THE AURILYTE PROCESS CO., INC., a corporation of New Jersey,

residing or located at 100 Union St.
in the City of Newark in the County of
Essex and State of New Jersey, herein designated as the Grantee;

Witnesseth, that the Grantor, for and in consideration of ONE HUNDRED EIGHTY
THOUSAND (\$180,000.00) DOLLARS,

lawful money of the United States of America, to it in hand well and truly paid by the Grantee, at or
before the making and delivery of these presents, the receipt whereof is hereby acknowledged, and the
Grantor being therewith fully satisfied, does by these presents grant, bargain, sell and convey unto the
Grantee forever,

All that tract or parcel of land and premises, situate, lying and being in the
City of Newark in the
County of Essex and State of New Jersey, more particularly described herein.

See Map
Reference

(N.J.S. 15-21) Municipality of Newark Lot No. 20 Account No.
Block No. 183
[X] No property tax identification number is available as of date of this deed. Work tax if applicable.

Beginning in the northwesterly line of McWhorter Street, at a point
therein distant 165.81 feet, northeasterly from the northeasterly
line of Hamilton Street; thence (1) North 43 degrees 30 minutes east
along said line of McWhorter Street 155.24 feet to the land of the
Central Railroad of New Jersey; thence (2) North 75 degrees 18 minutes
West, along said land of the Central Railroad of New Jersey 114.12
feet; thence (3) North 47 degrees 10 minutes 50 seconds West, still
along said land of the Central Railroad of New Jersey 71.77 feet to
the southwesterly line of Bruen Street; thence (4) South 43 degrees
14 minutes 20 seconds West, along said line of Bruen Street 100 feet;
thence (5) South 46 degrees 42 minutes East 171.30 feet to the point
and place of Beginning.

Said parcel contains 19,969 sq. feet or 0.458 acres.

Being the same premises conveyed to the Grantor herein by deed from
McWhorter Realty Co., dated September 26, 1980, and recorded in the
Essex County Register's Office in Deed Book 4694 page 836.

The aforesaid premises are known and designated as 20-26 Bruen St.,
Newark, N.J.

20-26 BRUEN ST.
COUNTY OF ESSEX
NEW JERSEY

DBR 4737-266
rec 12-14-81

(over)

RECEIVED & RECORDED
DECEMBER 12, 1981
ESSEX COUNTY REGISTER
J. A. HILF

Together with all and singular the buildings, improvements, ways, woods, waters, watercourses, rights, liberties, privileges, hereditaments and appurtenances to the same belonging or in anywise appertaining; and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and of every part and parcel thereof; And also all the estate, right, title, interest, use, possession, property, claim and demand whatsoever, of the Grantor both in law and in equity, of, in and to the premises herein described, and every part and parcel thereof, with the appurtenances. To Have and to Hold, all and singular, the premises herein described, together with the appurtenances, unto the Grantees and to Grantees' proper use and benefit forever.

And the Grantor covenants that it has not done or executed, or knowingly suffered to be done or executed, any act, deed or thing whatsoever whereby or by means whereof the premises conveyed herein, or any part thereof, now are or at any time hereafter, will or may be charged or encumbered in any manner or way whatsoever.

In all references herein to any parties, persons, entities or corporations, the use of any particular gender or the plural or singular number is intended to include the appropriate gender or number as the text of the within instrument may require.

Wherever in this instrument any party shall be designated or referred to by name or general reference, such designation is intended to and shall have the same effect as if the words "heirs, executors, administrators, personal or legal representatives, successors and assigns" had been inserted after each and every such designation.

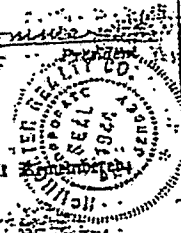
In Witness Whereof, the Grantor has caused these presents to be signed and attested by its proper corporate officers and its corporate seal to be hereto affixed the day and year first above written.

ATTEST:

MC WHORTER REALTY COMPANY

Katheryn Homer
Katheryn Homer
Secretary

Julius Homer
Julius Homer
President



State of New Jersey, County of UNION
that on December 11, 1981, before me, the subscriber,
an Attorney at Law of New Jersey
personally appeared Katheryn Homer

who, being by me duly sworn on her oath, deposes and makes proof to my satisfaction, that
she is the Secretary of McWhorter Realty Company
the Corporation named in the within instrument;

that Julius Homer
President of said Corporation; that the execution, as well as the making of this instrument, has
been duly authorized by a proper resolution of the Board of Directors of the said Corporation; that
deponent well knows the corporate seal of said Corporation; and that the seal affixed to said
instrument is the proper corporate seal and was thereto affixed and said instrument signed and
delivered by said President as and for the voluntary act and deed of said Corporation;

and that the full and actual consideration paid or to be paid for the transfer of title to realty evidenced
by the within deed, as such consideration is defined in P.L. 1965, c. 49, Sec. 1(c), is \$ 180,000.00.

Sworn to and subscribed before me,
the date aforesaid.

Terry R. Zuckerman
Terry R. Zuckerman
An Attorney at Law of New Jersey

Katheryn Homer
Katheryn Homer

Prepared by: Terry R. Zuckerman
Terry R. Zuckerman, Esq.

BOOK 4737 PAGE 267

Issued By:

CHICAGO TITLE INSURANCE COMPANY

2 UNIVERSITY PLZ STE 206, HACKENSACK NJ 07601

PHONE: (201)489-5000

FAX: (201)489-5336

Conditions

Your Reference: **DEED CHAIN SEARCH**

This Commitment expires six (6) months after the Commitment Date.

Title No:

2010-50120

CONDITIONS

1. The term mortgage, when used herein, shall include deed of trust, trust deed, or other security instrument.
2. If the proposed Insured has or acquired actual knowledge of any defect, lien, encumbrance, adverse claim or other matter affecting the estate or interest or mortgage thereon covered by this Commitment other than those shown in Schedule B hereof, and shall fail to disclose such knowledge to the Company in writing, the Company shall be relieved from liability for any loss or damage resulting from any act of reliance hereon to the extent the Company is prejudiced by failure to so disclose such knowledge. If the proposed Insured shall disclose such knowledge to the Company, or if the Company otherwise acquires actual knowledge of any such defect, lien, encumbrance, adverse claim or other matter, the Company at its option may amend Schedule B of this Commitment accordingly, but such amendment shall not relieve the Company from liability previously incurred pursuant to paragraph 3 of these Conditions.
3. Liability of the Company under this Commitment shall be only to the named proposed Insured and such parties included under the definition of Insured in the form of policy or policies committed for and only for actual loss incurred in reliance hereon in undertaking in good faith (a) to comply with the requirements hereof, or (b) to eliminate exceptions shown in Schedule B, or (c) to acquire or create the estate or interest or mortgage thereon covered by this Commitment. In no event shall such liability exceed the amount stated in Schedule A for the policy or policies committed for and such liability is subject to the insuring provisions and Conditions and the Exclusions from Coverage of the form of policy or policies committed for in favor of the proposed Insured which are hereby incorporated by reference and are made a part of this Commitment except as expressly modified herein.
4. This Commitment is a contract to issue one or more title insurance policies and is not an abstract of title or a report of the condition of title. Any action or actions or rights of action that the proposed Insured may have or may bring against the Company arising out of the status of the title to the estate or interest or the status of the mortgage thereon covered by this Commitment must be based on and are subject to the provisions of this Commitment.
5. *The policy to be issued contains an arbitration clause. All arbitrable matters when the Amount of Insurance is \$2,000,000 or less shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties. You may review a copy of the arbitration rules at <<http://www.alta.org/>>.*

Conditions

Exhibit 3

NAME 2198-6010-00 K
BLANCHARD BROS. & LANE, INC.

FILE NUMBER
W 2919

Original Certif

MONTH DAY YEAR
JUN 29 1937

REPORTS

JUL 15 1939

Amended Certif

Increase of Cap.

Decrease

Proof Pub. Decr.

Pay. of Cap.

Merged Apr 27 1957-Merged with THE GUNN-POORE LEATHER CO. (X 17167)
continuing as above

Change Office

Change Name

Dec 30 1955-Name chgd from BLANCHARD BROS. AND
LANE. ~~INC.~~

Dissolution

Feb 24, 1965

Proof Pub. Decr.

Apr 13 1965

Void

Form 704-10-11-11-11-11

DEPT. OF SECRETARY OF STATE

LPRSA0166297

NAME 2198-6010-00 V
BLANCHARD BRO. & LANE, INC.

FILE NUMBER
W 2919

	MONTH	DAY	YEAR	REPORTS
Original Certif	JUN	29	1937	JUL 16 1959
Amended Certif				
Increase of Cap.				
Securities				
Proof Pub. Desc.				
Pay. of Cap.				
Merger	Apr 27 1957	Merged with THE GOULD PAPER LEATHER CO. (X 17167) continuing as above		
Change Office				
Change Name	Dec 30 1955	Name chgd from BLANCHARD BRO. AND		
Dissolution	Feb 24, 1965	LANE.		
Proof Pub. Dis.	Apr 13 1965			
Ind.				

DEAD

Form 104-100 H 14-4420

DEPT. OF SECRETARY OF STATE

9999-9999-99
BLANCHARD BRO. AND LANE

File Number
W 2919

Original Cert. Month Day Year
JUN 29 1937 PERPETUAL

Amended Cert.
Increase of Cap. DEC 30 '39

RET PREF STK. DEC 21 '44
Decrease " " Dec 21 1956

Prod Pub. Dec. JAN 20 '45

Pay. of Cap.

Change Offic.

Change Name

Merge- Dec 30 1955-NAME with PEPPERBURG TANNING COMPANY (a Vir-
ginia Corp-not authorized in NJ) & ASHCROFT

Discontin. THE & TANNING COMPANY (an Ohio Corp-not author-
ized in NJ) continuing as above

Prod Pub. Dis.
Chg. name Dec 30 1955-Name chgd to BLANCHARD BRO. & LANE,
INC.

Form 1001 (12-15-54) Mod

DEPT. OF SECRETARY OF STATE

ST-EP. 103922

Exhibit 4

1877

REVISION
OF THE
STATUTES OF NEW JERSEY.

PUBLISHED
UNDER THE AUTHORITY OF
THE LEGISLATURE

BY VIRTUE OF AN ACT APPROVED APRIL 4, 1871.



With a new introduction by Paul Axel-Lute

THE LAWBOOK EXCHANGE, LTD.
Clark, New Jersey
2005

60. Duty of directors in case of insolvency. Exhibit to be made.
70. Remedy in chancery, by bill, etc.
71. Evidence of insolvency.
72. Receivers may be appointed.
73. Receiver's oath.
74. Power to examine witness, etc.
75. Power to search, etc.
76. Inventory and report.
77. Further powers of receivers.
78. Trial by jury allowed at the circuit.
79. Receivers, majority may act. May be removed.
80. Distribution, how made.
81. Suits pending may be continued.
82. Appeal to chancellor. Power of the court.
83. Corporations not to transact business when receivers are appointed.
84. Land may be sold.
85. Franchises may be sold, etc.
86. Limitation of act.
87. Process what, and how served.
88. Process against foreign corporations.
89. When returned "served or summoned" defendant in court.
90. Proceeding when summons returned "not served" or "not summoned."
91. Corporations not to alien lands during suit if order for publication made.
92. Suit to go on in case corporation dissolved.
2. AGAINST DIRECTORS AND STOCKHOLDERS.
93. Action for liability imposed by this act.
94. Remedy against by bill in chancery.

95. Stockholders who pay company's debts may recover of company.
96. Execution against stockholders and directors to stay till remedy exhausted against company.

VI. MISCELLANEOUS.

97. Notice to be given of application for acts of incorporation. What to specify. Proof.
98. Companies formed under manufacturing company act of 1816, may come under this act.
99. Foreign corporations authorized to hold and convey real estate in this state.
100. Contracts for sale, letting, &c., franchises, &c., shall be acknowledged and proved, and recorded in the office of the Secretary of State.
101. Repeal of manufacturing company act of 1816 and supplements.
102. Repeal of act of 1840 and supplements.
103. Foreign corporations doing business in this state, subject to the provisions of the general act concerning corporations.
104. Repealer.
105. Taxation of estates of corporations. Proviso.
106. Receiver of insolvent railroad to operate road subject to order of chancellor.
107. On failure to elect directors on day required by charter, secretary on request of five stockholders shall call meeting for election of directors.
108. Pleading section not to apply to literary or religious societies.
109. Amended certificate of incorporation may be filed.
110. Pending suits or rights of action not to be affected.

R. S. 122, 126, 129,
146.

P. L. 1819, p. 369.
" 1840, p. 280.
" 1852, p. 47.
" 140, 237.
" 1853, p. 427.
" 1855, p. 706.
" 1856, p. 603.
" 1855, p. 354.
" 467, 707, 915.
" 1866, p. 226.
" 1864.
" 1865, p. 1091.
" 1870, p. 8, 27.
" 1871, p. 77.
" 1872, p. 27.
" 1873, p. 31, 75.

Power of corpora-
tions in general.
R. S. 156.

To have succe-
ssion.
To sue, &c.

An act concerning corporations.

Revision—Approved April 7, 1875.

I. Powers.

1. That every corporation, as such, shall be deemed to have power:
 - I. To have succession, by its corporate name, for the period limited in its charter or certificate of incorporation, and when no period is limited, perpetually, except so far as the constitution otherwise provides concerning banks or money corporations; (a)
 - II. To sue and be sued, complain and defend in any court of law or equity; (b)

(a) A corporation may acquire a name by reputation, *See, The State v. Holmes, 4 N. J. 1070*. Where a corporation sues by a wrong name the bill may be amended at the hearing. *The Hoboken Building Association v. Martin, 2 Bore, 417*. See *Indemnity of Woodcock v. Forrest, 1 N. J. 113*. *Indemnity v. McCracken, 1 N. J. 113*. A company must be named by its incorporated name. *Flax and Hemp Co. v. Hollands, 1 Harr. 434*. An individual of a corporation in a deed will not vitiate it if the identity can be shown. *Upper Allegheny v. Erie, 5 Ind. 374*. *Deer v. May, 1 Zab. 174*; or in a bequest. *Baldwin v. Baldwin, 3 Ind. Ch. 217*. *Harrison v. Elmer, 2 Ind. Ch. 107*. *New York University v. Clarkson, 4 Ind. Ch. 541*. See *Upholster v. Vachon, 2 Ind. Ch. 611*; or in a contract. *Hoboken Building Co. v. Martin, 2 Bore, 427*. Whether a misnomer in an indictment be amendable, see *State v. New Jersey Turnpike Co., 1 Harr. 223*.

(b) A corporation will lie against a corporation on an implied contract. *Anglo-Saxon Bank v. Hartford, 3 Ind. 182*. *Henderson v. Jones, 1 N. J. 62*. *Miller v. Church of Abington, 1 Harr. 251*. *Worrell v. Church of Abington, 8 C. & G. Or. 96*; and suit for malicious prosecution. *Finer v. Erie Railway, 3 N. J. 331*; and trespass for an assault and battery. *Roberts v. N. J. R. Co., 3 N. J. 283*; and for a tort committed by its servants or agents. *State v. Morris and Essex R. R. Co., 3 Zab. 294*. They are indictable for a nuisance. *Ibid.* *State v. Morris and*

Essex R. R., 1 Dutch. 437. The liability of a corporation for damages (for causing back-water) does not depend upon the question, whether it is a public or private corporation, but, whether the franchise is created for private emolument or exclusively for the public good. In the former case such liability exists in the latter, not. *Thompson v. Ind. St. R. R. Co., 2 Dub. 349*. A corporation may maintain an action for libel for words published of them concerning their trade or business. *Thompson v. Insurance Co. v. Partridge, 3 Zab. 402*. Where the charter of a city directed the common council to make compensation to land owners for damages caused by altering street grades, no action will lie against the city if the common council omit to have such damages assessed in the mode prescribed by the charter. The remedy is by mandamus. *Howe v. Mayor, &c., of Newark, 4 N. J. 122*. See *Kenney v. Anderson, 2 Stock. 70*. An action will lie against a township for bonds issued in the name of the township, to aid the building of a railroad, by commissioners under the authority of an act of the legislature, but the person bringing such suit, must show that all the requirements of the act were complied with before such bond was issued. *Harrison v. Inhabitants of Newark, 7 N. J. 219*. And the township is not estopped by any recital in such bond, from denying that sufficient authority existed for issuing it. *Hudson v. Inhabitants of Windsor, 6 N. J. 457*.

Common seal.

Hold real estate.

- III. To make and use a common seal, and alter the same at pleasure; (a)
IV. To hold, purchase and convey such real(b) and personal(c) estate as

R. C. 5 C. E. Gr. 172. It seems that if such bonds are issued with the prima facie proof required by the statute authorizing their issue, that the statute has been complied with, and get into the hands of innocent holders for value, the township is liable. *Louis v. Schenck*, 5 C. E. Gr. 421. See *Wood v. Allegheny County*, 3 Wall. Jr. 407. *McCoy v. Washington Co.*, 3 Wall. Jr. 381. *Van Hook v. The Somerset Manufacturing Co.*, 1 Hal. Ch. 633. A foreign corporation not doing business in this state is not liable here on a contract made in another state. *Quackenbush Mill v. The Sumner Iron Co.*, 3 Vr. 15. Such corporation may defend itself against an illegal taxation, although not recognized in this state. *Eric Railroad Co. v. The State*, 2 Vr. 331. It can be sued here if incorporated under the laws of this and another state. *State Ex. Delaware Bridge Co. v. Hal.*, 3 Vr. 159. *McGregor v. Erie Railroad*, 5 Vr. 115. So, if such corporation be transacting business here under legislative authority. *Austin v. New York and Erie Railroad*, 1 Dutch. 381. Nor can an attachment issue against such corporation. *Phillipsburg Bank v. Lackawanna Railroad Co.*, 3 Dutch. 200. See *State v. DeLack and Western R. R. Co.*, 1 Vr. 478; 2 Vr. 531. The agents of a corporation may be sued here although their corporation cannot. *Bonaparte v. Camden and Amboy R. R. Co.*, *Id.*, 200. A Pennsylvania plaintiff may sue in the circuit court of the United States for New Jersey, a corporation chartered by the latter state, for consequential injuries done to plaintiff's real property lying in Pennsylvania, the cause of the injury—a canal—being in New Jersey. *Swade v. Del. and Maryland Canal Co.*, 1 Wall. Jr. 376. A suit may be sued in the United States courts. *McCoy v. Washington County*, 3 Wall. Jr. 381. An action will not lie in behalf of an individual who has sustained special damage from the neglect of a public corporation to perform a public duty. *Livermore v. Merchants of Camden*, 2 Vr. 507; as an injury to the plaintiff's home from a defect in a public street. *Joy v. Mayor of Jersey City*, 1 Vr. 394. See *Essex v. Bodine*, 2 Gr. 472. A corporation not transacting business in another state, cannot be sued there by serving process on one of its officers accidentally in such state. *Moulton v. Insurance Co.*, 4 Zab. 223. *Allen*, where an agency is established and business carried on in such state. *Open v. Insurance Co.*, 1 Dutch. 67. Where the company has been transacting business in such state, but has withdrawn, a suit will lie on a contract made before such withdrawal. *Moulton v. Trenton Insurance Co.*, 1 Dutch. 67. A majority of the directors of a corporation may bring suit in its name. *Johnston v. Jones*, 5 C. E. Gr. 217. The corporation must be joined as a party in a suit brought by the president to enforce a contract signed by him as president, and on behalf of the corporation. *Nichols v. Williams*, 7 C. E. Gr. 43. In a suit brought by a corporation the officers and members were not such parties to the action as would prevent their being witnesses. Before the act of March 18, 1829, a corporation could not sue. *3 Dutch. 202*. But it was held that a stockholder must transfer his stock before he could become competent. *The Delaware and Atlantic R. R. Co. v. Frick*, 3 Zab. 221. An action for instruments due on the subscriptions to the capital stock of a corporation, made to the commissioners named in the charter, is properly brought in the name of the company after its organization. *Delaware and Atlantic R. R. Co. v. Frick*, 3 Zab. 221. See *The President ex. of Turnpike Co. v. Jones*, 1 South. 223; *Ch. 10*. *Fordesburgh v. Farmers Bank*, 2 Gr. Ch. 10. Suits against officers or agents to account, or for misconduct, must be in the name of the corporation. *Brown v. New York*, 4 Hal. Ch. 703. An individual cannot use the name of a corporation to protect or recover his own rights. *Hill Co. v. Thompson*, 3 Dutch. 322. Nor can a plaintiff in *certiorari*, unless holding the rights of a corporation, assign as a reason for setting aside the action of certain officers, that such action is in violation of the rights of the company. *State v. Seaboard*, 1 Vr. 80. A stockholder in an incorporated company cannot, on a *certiorari* prosecuted by him individually, have an erroneous assessment made against such company set aside or corrected. *State v. Fawell*, 4 Zab. 370. Nor can a corporation bring up for correction taxes assessed against the stockholders individually. An application to amend by substituting names of some of the taxed stockholders, made at the hearing, was denied. *State, Farmers Bank v. Cook*, 3 Vr. 247. Where property has been given in trust for a church not incorporated, it is competent for any person belonging to that church, on behalf of himself and of all others belonging to that church and entitled to the use of the funds, to come into a court of equity to enforce the execution of the trust. *Associate Reformed Church v. Trustees of Theological Seminary*, 3 Gr. Ch. 77. The validity of a bill filed in chancery, by a corporation must be sworn to by the officer or agent who knew the facts. *Josephson v. Schenck*, 2 McCurt. 42. An affidavit made by such officer or the attorney is sufficient to authorize the issuing of an attachment. *Trenton Bank v. Haerich*, 6 Hal. 171; or the granting of an appeal from a justice's court. *Seaboard Co. v. Baldwin*, 2 Gr. 440. A corporation, foreign or domestic, need not prove its corporate existence, where the defense is on the merits. *De v. Van Hook*, 5 Hal. 770. *Beaumont Iron Co. v. Rutherford*, 3 Harr. 158. *Star Brick Co. v. Kiddie*, 1 Vr. 221. *Warren v. Church of All Saints*, 5 C. E. Gr. 86. *Washington Life Insurance Co. v. Falcioni*, 3 Hal. Ch. 10. *5 C. E. Gr. 159*. *Dunbar v. Falcioni*, 3 Hal. Ch. 10. *5 C. E. Gr. 533*. See *Rainier v. Hord*, 1 Stock. 121.

Nor in an indictment is it necessary to set out such incorporation. *State v. Waller*, *Spec. 522*. *State v. Van Hook*, 2 Harr. 217. *Contra, Stone v. The State*, *Spec. 461*. The venue should be laid in the county where the principal office of such corporation is located. *Thorn v. Central Railroad Co.*, 2 Dutch. 121. *State Bank of Morris v. Hadenberg*, 1 Harr. 330. See *Russell v. Delaware and Northern Canal Co.*, 1 Wall. Jr. 373, cited supra. The service of process on any officer or agent of the company, whose duty it is, either in his official capacity, or by virtue of his employment, to communicate the fact of such service to the governing body of the corporation, is good. *Dock v. Elizabethtown, &c.*, 5 Vr. 312. See *Trenton Banking Co. v. Woodruff*, 1 Gr. Ch. 118. A service upon A. B. "said to be one of the directors of the within named company," is bad. *Den, Austin v. Bridgeport Co.*, 5 Hal. 326. An answer in chancery must be under the seal of the corporation. *Height v. The Morris Aqueduct*, 1 Wall. C. 401. *Kanawha v. Stoneington Bank*, 3 Harr. 112. In declaring against an incorporated company for a tort, the correct mode is to show a case without referring to the statutory right of the company; but if a color of right to do the act in question is shown in the company, then the abuse of such right must be laid. *The Stephens and Credit Co. v. Central Railroad Co.*, 4 Vr. 279. A corporation chartered by this state, although it has no property within the state, cannot be required to give security for costs. *Pennsylvania &c. Co. v. Andrews*, 5 Hal. 177.

(a) The appearance of a corporate seal to an instrument is evidence that it was affixed by proper authority, but such presumption may be disproved. The burden of proof is on the party objecting. *Leppel v. The N. J. Manuf. &c. Co.*, *Spec. 541*. *Manhattan Co. v. R. v. Stock*, *Jury*, 1 C. E. Gr. 182. But a corporate seal must be proved by testimony. *De v. Tiers v. Freedland*, 3 Hal. 352. *Osborne v. Tunis*, 1 Dutch. 634. *Vaughan v. Brantford*, 6 Vr. 78. An impression of a corporate seal upon an instrument calling for the seal of the corporation, without wax, add to be a seal. *Corrigan v. Trenton Del. Falls Co.*, 1 Hal. Ch. 52. *Cumra, Hopewell v. Amwell*, 1 Hal. 170. See *Corrigan v. Van Hook*, 1 Harr. 234. The corporate seal must be affixed by the authority of the board of directors, or it is not the seal of the corporation. *Leppel v. N. J. Manuf. &c. Co.*, *Spec. 541*. *Van Hook v. Seaboard Bank*, 1 Hal. Ch. 157. See 5 C. 1 Hal. Ch. 633. *Osborne v. Tunis*, 1 Dutch. 634. *Holcomb v. Managers of Bridge*, 1 Stock. 487. A subsequent board of directors may ratify an invalid mortgage given by a former board. *Hoy v. Bridgeport Co.*, 3 Hal. Ch. 253; affirmed on appeal, 3 Hal. Ch. 633. For the purpose of answering a suit in chancery a corporation may adopt any seal. *Kanawha v. Stoneington Banking Bank*, 3 Harr. 112.

(b) Where a corporation is empowered by its charter to acquire real estate, by deed or gift, without limitation in point of estate, it has a right to acquire a title in fee simple. *The State, The Morris Canal v. Drayton*, 3 Dutch. 13. See *Barnett v. Schenck*, 2 McCurt. 481. *Id.*, 481. *Holcomb v. Bridgeport Co.*, 3 Vr. 178; 7 Vr. 471. Such lands can only be held for the purposes designated in the charter. *State v. Mansfield*, 3 Zab. 510. *State v. Newark*, 1 Dutch. 315; affirmed in error, 3 Dutch. 510. *Keon v. Johnson*, 1 Stock. 401. See *New Barbours Bridge Co. v. Freedland*, 3 Gr. Ch. 157. Where land in another state was owned by a corporation for a number of years, equity refused to appoint a receiver to take charge of it, when no new danger to the title was shown. *Hoy v. Seaboard*, 3 Hal. Ch. 674. A company authorized to draw water from a river, and carrying the water away and sold upon which it is constructed, has the right to the use and disposition of the water, as part of the land itself. *Potts v. Delaware Water Power Co.*, 1 Stock. 562.

(c) A bank may hold bonds and mortgages as collateral security. *Trenton Bank v. Woodruff*, 1 Gr. Ch. 117; or leases. *Corrigan v. Trenton Del. Falls Co.*, 3 Hal. Ch. 489. A corporation may hold a bond unless expressly prohibited by its charter. *Beaumont Iron Co. v. Rutherford*, 3 Harr. 457. Corporations that have the power to borrow money, have also the necessary power to give a bond and warrant to secure its repayment. *Scrutton v. Allen*, 1 C. E. Gr. 223; or bonds. *Morris Canal v. Fisher*, 1 Stock. 607. *Morris Canal v. Lewis*, 1 Harr. 328; or mortgages. *Leppel v. N. J. Manuf. &c. Co.*, *Spec. 541*. *Hoy v. Bridgeport Copper Co.*, 2 Hal. Ch. 253, 633. *Holcomb v. Managers of Bridge Co.*, 1 Stock. 487. See *Thompson v. Smith*, 1 Harr. 330; or to make and endorse negotiable paper. *Lucas v. Pitney*, 1 Dutch. 221. *Edgewell v. McKenna*, 2 South. 423. *Savage v. Hall*, 2 C. E. Gr. 143. *Montgomery v. Church School District*, 5 Vr. 218. A mutual insurance company may borrow money, but cannot, under a pretense of borrowing money, provide a fund to give credit to the company. *Mutual Life Ins. Co. v. McKelway*, 1 Harr. 134. A religious corporation may execute a mortgage on lands conveyed for a special purpose. *Magie v. The German Church*, 2 Harr. 71; affirmed on appeal, 2 McCurt. 300. A municipal corporation authorized to regulate streets, &c., may incur debts for that purpose. *Bigelow v. The Town of Perth Amboy*, 1 Dutch. 297; and may issue certificates of indebtedness therefor, transferable by delivery. *Winfield v. The Mayor, &c., of Hudson*, 4 Dutch. 225. A municipal corporation, in the absence of a special grant of power, cannot borrow money; nor can a note given for such unauthorized loan be enforced, even if the money has been expended for municipal purposes. *Hackettstown v. Swackhammer*, 5 Vr. 191.

the purposes of the corporation shall require, not exceeding the amount limited in its charter, and all other real estate which shall have been bona fide mortgaged to the said company by way of security, or conveyed to them in satisfaction of debts previously contracted in the course of dealings, or purchased at sales upon judgment or decree which shall be obtained for such debts; and to mortgage any such real or personal estate with their franchises; the power to hold real and personal estate shall include the power to take the same by devise or bequest; provided, however, that nothing herein contained shall prohibit manufacturing or trading corporations from accommodating their customers by making payments or disbursements out of any sum of money received from such customers;

To mortgage property and franchises.

P. L. 1872, p. 77. Amended.

V. To appoint such subordinate officers and agents as the business of the corporation shall require, and to allow them a suitable compensation; (a)

Appoint agents.

VI. To make by-laws (b) not inconsistent with the constitution or laws of the United States or of this state, fixing and altering the number of its directors for the management of its property, the regulation and government of its affairs, and for the transfer of its stock, (c) with penalties for the breach thereof not exceeding twenty dollars;

Make by-laws.

VII. To wind up and dissolve itself (d) or be wound up and dissolved in manner hereinafter mentioned.

To wind up and dissolve.

2. The powers enumerated in the preceding section shall vest in every corporation that shall hereafter be created, although they may not be specified in its charter, or in the act or certificate under which it shall be incorporated.

Not necessary to specify powers.

3. In addition to the powers enumerated in the first section of this act, and to those expressly given in its charter, or in the act or certificate under which it is or shall be incorporated, no corporation shall possess or exercise

No others vest except expressly given.

(a) A steward or servant need not be appointed under the seal of the corporation, *Newman v. Loege*, 10 Pa. 332. Officers can only be elected or appointed in the manner prescribed in the charter, *McClary v. Whiting*, 1 Or. 22; this, a city council cannot elect its own members, *Kearney v. Andrews*, 2 Stock, 70; nor appoint a poundkeeper, *Walt v. Tullison*, 2 Dutch, 67. But where a trustee of a school district was appointed by the two trustees remaining in office, the court refused to declare the incorporation void, although such trustee should have been elected by the people, *State v. Gilbert v. Patterson*, 3 Fr. 177. So, where an election for aldermen was held on a wrong day, a quo warranto was refused an individual making no claim to the office, *State v. Mitchell v. Board*, 4 Fr. 203. The acts of an officer de facto are binding so far as they affect third persons, *Perrins v. Dutch Refractory Church*, 2 Or. Ch. 332. *North Amboy v. Dutch Refractory Church*, 2 Or. Ch. 332. And such third persons are also bound, thus where a tenant entered into possession of premises under a parol lease, made by the attorney of a corporation, the tenant will not be permitted to dispute the agent's authority, if the company subsequently ratifies the agent's acts, *Smith v. Jersey City Ferry Co.*, 5 Fr. 17; although such officer may have been sworn before a person not authorized to administer the oath, *State v. Perkins*, 4 Zab. 409. As to the appointment of a surveyor of the township committee, *State v. Meyers*, 6 Dutch, 302. But the officer himself, if not duly elected and qualified, acquires no rights, *Miller of Public Roads*, 1 South, 228. *Greene v. Kitchman*, 2 Or. 471, or, if he exceeds his authority, as where an overseer of the poor grants relief without an order from a justice of the peace, *Princeton v. Mount*, 5 Dutch, 390. See *North Amboy v. Smith*, 4 Harr. 63. A township officer who is authorized to issue the bonds of the township only when certain conditions have been complied with, will be enjoined if he exceeds his authority, *Laney, Schaefer*, 6 C. E. Gr. 52. See *Hudson v. Winslow*, 6 Fr. 477. Notice to an officer, whose duty it is to communicate it to the corporation, is notice to the corporation, thus, notice to a cashier is notice to the bank, *Trenton Bank v. Woodruff*, 1 Or. Ch. 118. See *Leggett v. New Jersey Bank*, Or. 512, 511. Assent to an assignment of an insurance policy given by the secretary or other agent of the company, in the absence of the directors, *Dunbar v. Insurance Co.*, 4 Zab. 171. Nulla services of process on a bookkeeper is insufficient, *Dick v. Elizabethtown Co.*, 5 Fr. 212. See *Dea, Allen v. Fox*, 5 Ind. 267. The possession of an officer in the minutes of a meeting in books paid for by himself, he has no right in going out of office to take such books with him, *Walt v. Galt*, 3 Fr. 233. Any subsequent secretary possesses all the powers of any former ones, *Thomson v. N. Y. Chair Co.*, 3 Dutch, 481. The compensation can only be such as is authorized by the charter, thus aldermen can not possess an ordinance authorizing the payment of an annual salary to themselves, *State v. Gregory v. Jersey City*, 5 Fr. 423. But where a by-law forbids a director to receive any compensation unless offered by the stockholders at a general meeting, a director can recover compensation for services rendered such corporation outside of his regular duties,

although rendered while he was a director, *Chandler v. Monmouth Bank*, 1 Or. 241. In assumpsit for services performed, if it appears that plaintiff has been legally discharged, or engaged in other business, or abandoned the service of defendants, he can not recover, *Bernard v. Johnson*, 2 Dutch, 412.

(b) The power to make by-laws is incident to every corporation, *Leggett v. New Jersey Bank*, Co. 5 Fr. 541. *State v. Dunbar v. Insurance Co. of Meriden*, 4 Fr. 58; *Kearney v. Andrews*, 2 Stock, 70. A by-law must be reasonable as well as constitutional and legal, *Ferguson v. State*, 1 Or. 161; *Wong v. Fong*, 2 C. E. Gr. 223, 2 C. E. Gr. 323. *State v. Mayor of Jersey City*, 5 Fr. 348; and whether reasonable or not, is a question of law, not of fact, *State v. O'Brien*, 4 Zab. 435. *State v. Mayor of Jersey City*, 5 Fr. 348. And whether a by-law which affects third persons, not members of such corporation, is reasonable or not, is a question of fact for the jury, *Smith and Jones v. N. Y. Chair Co.*, 5 Dutch, 203. *See Chapman v. The Philadelphia Co.*, 5 Fr. 191. A corporation as a "charitable house," cannot bind persons not members by its by-laws, *German v. Milwaukee Bank*, 1 Fr. 61, 2 Fr. 602. The regulations of a railroad company with regard to the conduct of passengers, are not by-laws of the corporation but regulations whose validity depends not upon their being lawful but reasonable, *State v. O'Brien*, 4 Zab. 435. All persons applying to become members of an incorporated insurance company must be presumed to have known the terms of its charter and by-laws, *Delaware Ins. Co. v. Von Winkle*, 1 Barr, 334. A mutual insurance company cannot, by merely passing a by-law to that effect, create a capital stock, *State Mutual Ins. Co. v. Newark*, 4 Fr. 181. See *Mutual Ins. Co. v. McKim*, 1 Barr, 133. A municipal corporation cannot confer judicial powers on its officers, by ordinance, *Wicks v. Forman*, 1 Harr. 237. All the proceedings under a void by-law, imposing a tax, are themselves void, and no justification of the acts of a person who undertakes to execute it, *Jones v. Clark*, 1 Ind. 322. *Kip v. Paterson*, 2 Dutch, 202. *State v. Benson v. Hoboken*, 4 Fr. 230. See *Principals of Bank v. Barber*, 2 Ind. 61. A certiorari is proper to test the validity of a by-law, *State v. New Brunswick*, 4 Zab. 66.

(c) If the charter provides that the shares shall be transferred in such manner as the by-laws shall prescribe, no legal transfer can be made until such by-laws are passed, *McCarthy v. Boyd*, 5 Ind. 244. So, in case of a dispute as to the ownership of any shares, the transfer book supercedes the others, *Insurance v. Potts*, 2 Zab. 66.

(d) An agreement to transfer the property and stock of an incorporated company, or the actual transfer of all its real and personal estate including the stock itself, will not extinguish the charter, *Line Co. v. Franklin Co.*, 2 Barr, 23. When a township company, whose charter had expired by its own limitation, sold their road and bridges to an individual, all the franchisees were held to be destroyed, *Matter of Public Highway*, 2 Zab. 233. So, where a township had been abandoned for many years, *State v. Seelye*, 1 Fr. 61. See *State v. Hull*, 1 Dutch, 502. A failure to elect officers at the proper time will not work a dissolution, *Hotelier Association v. Martin*, 2 Barr, 427.

Banking powers
never implied.
1b.

Stockholders
liable suitably to
the amount of
unpaid subscrip-
tions.
1b.

All charters to be
subject to legisla-
tive alteration.

Dividends of
moneyed corpora-
tions not to be
made except
from profits, or
directors to be
liable.
1b.

any corporate powers, except such as shall be necessary to the exercise of the powers so enumerated and given. (a)

4. No corporation created or to be created shall, by any implication or construction, be deemed to possess the power of discounting bills, notes, or other evidences of debt, of receiving deposits, of buying gold or silver bullion, or foreign coins, of buying and selling bills of exchange, or of issuing bills, notes or other evidences of debt, upon loan or for circulation as money, unless such corporation is or shall be expressly incorporated for banking purposes, or unless such powers are or shall be expressly given in its charter.

5. Where the whole capital of a corporation shall not have been paid in, and the capital paid shall be insufficient to satisfy the claims of its creditors, each stockholder shall be bound to pay on each share held by him the sum necessary to complete the amount of such share, as fixed by the charter of the company, or such proportion of that sum as shall be required to satisfy the debts of the company.

6. The charter of every corporation which shall hereafter be granted by or created under any of the acts of the legislature, shall be subject to alteration, suspension and repeal, in the discretion of the legislature. (b)

7. It shall not be lawful for the directors of any bank, or moneyed or manufacturing corporation in this state, or corporation organized under this act, to make dividends, except from the surplus or net profits arising from the business of the corporation, nor to divide, withdraw, or in any way pay to the stockholders or any of them, any part of the capital stock of the said corporation, or to reduce the said capital stock, except according to this act, without the consent of the legislature; and in case of any violation of the provisions of this section, the directors under whose administration the same may happen, shall, in their individual and private

(a) The presumption is that all contracts made by a corporation are within its powers. *Morris and Essex R. R. Co. v. Sussex R. R. Co.*, 1 C. E. Gr. 542. Grants to private corporations are to be strictly construed. *Pennsylvania R. R. Co. v. National Railway Co.*, 1 C. E. Gr. 411. *Greenwich v. Easton and Amboy R. R. Co.*, 1 C. E. Gr. 217, affirmed, 10 C. E. Gr. 165. *Bridge Co. v. Hoboken Co.*, 2 *Bras.* 41, affirmed, 2 *Bras.* 41. *Wolcott v. Acquitanonck Co.*, 1 *Pr.* 153. *Loock v. Wendover*, 1 *Pr.* 230. *Morris and Essex R. R. Co. v. Newark*, 2 *Bras.* 332. *State, Hoboken Land Co. v. City of Hoboken*, 5 *Pr.* 231. *Attorney General v. Morris and Essex R. R. Co.*, 4 C. E. Gr. 357. A mortgage operates against a corporation and in favor of the public. *Townsend v. Brown*, 4 *Duch.* 54. *Delaware and Burlington Canal Co. v. American and Delaware Bay R. R. Co.*, 1 C. E. Gr. 321. 1 C. E. Gr. 540. *Morris Canal Co. v. Central Railroad Co.*, 1 C. E. Gr. 410. *Black v. Delaware and Burlington Canal Co.*, 1 C. E. Gr. 410. The purpose or object for which the incorporation was created cannot be changed, except by consent of all the stockholders. *Zabriske v. Hartman*, 1 C. E. Gr. 178. It was held to be no objection to the recovery of the instalments due on a subscription to the stock of a railroad company that, since the subscription, the name of the company had been changed and the length and termini of the road altered. *Delaware and Atlantic R. R. Co. v. Fitch*, 3 *Duch.* 331. But where a company issued bonds to be paid for by instalments, and afterwards by legislative authority was consolidated with two other companies, no action could be maintained for the money due on the instalments. *New Jersey Midland Co. v. Swift*, 5 *Pr.* 321. Nor can such power be extended by implication, the authority to construct a railroad along a river, does not authorize its construction in or upon the river. *Stevens v. Erie Railway Co.*, 6 C. E. Gr. 239. 6 C. E. Gr. 232. A power to mortgage includes a power to sell under the mortgage. *Willink v. Morris Canal Co.*, 3 *Pr.* 44. 300. A corporation can only act by authority derived from a corporate meeting. *Van Hook v. Somerset Co.*, 1 *Duch.* 181. *Johnson v. Jones*, 3 C. E. Gr. 217. *Kellogg v. Seymour*, 10 C. E. Gr. 141. Illegal acts may be validated by subsequent legislation. *State v. City of Newark*, 3 *Duch.* 188. *State, Sharp v. Apper*, 3 *Pr.* 330. *State, Walter v. Dehon*, 4 *Pr.* 231. *State, Twiss v. Washington*, 1 *Pr.* 103. *State, Capehart v. Purcell*, 1 *Pr.* 123; but not after they have been declared illegal and set aside by the courts. *Sculler v. State*, 4 *Pr.* 44. *Belvidere v. Warren Railroad Co.*, 5 *Pr.* 101. *State, Doyle v. Newark*, 5 *Pr.* 27. That they have kept within their powers must appear on the face of their proceedings. *State, Wilkison v. Trenton*, 1 *Pr.* 450. *State v. Council of Elizabeth*, 1 *Pr.* 176. *Bergen Turnpike Co. v. The State*, 1 *Duch.* 551. *State v. Williamson Turnpike Co.*, 4 *Duch.* 147. *State, Pope v. Union*, 3 *Pr.* 341. *New Jersey R. R. Co. v. Bridgeton*, 2 *Pr.* 168. It cannot be presumed. *Ferriter Fort*, 2 *Duch.* 34; nor rendered valid by ratification. *State, Baxter v. Jersey City*, 7 *Pr.* 168. This rule does not apply to proceedings of a legislative character but before a body exercising discretionary power. *Brown v. Morris Canal Co.*, 3 *Duch.* 418. So, in an action against them the declaration must show a compli-

ance with the requirements of the statute. *Morris v. Bernards*, 7 *Pr.* 218. See *Lane v. Schuyler*, 5 C. E. Gr. 52; but not in an action on a promissory note. *Montpelier v. Church School District*, 5 *Pr.* 218. Nor will a court of equity allow an answer to be amended to set up ultra vires. *Third Avenue Savings Bank v. Debeck*, 9 C. E. Gr. 38. See *American v. Wells*, 9 C. E. Gr. 18. If a corporation exceeds its corporate powers, or abuses or misapplies them, equity will interfere, but not if they have been exercised in good faith or are discretionary. *Sculler v. Trenton Falls Co.*, 5 *Pr.* 63. Equity will not enjoin a corporation in case of debt. *Kearney v. Cowan and Amboy R. R. Co.*, 2 *Duch.* 200; not merely because an ordinance is illegal. *Kearney v. Andrews*, 2 *Duch.* 10; nor decide whether an election of directors is valid. *Omca v. Whitaker*, 4 C. E. Gr. 122. See *Tan Dyke v. Stout*, 4 *Duch.* 333. *Harndenburgh v. Farmers Bank*, 3 *Pr.* 44. *Johnson v. Jones*, 3 C. E. Gr. 217. Nor declares a charter forfeited for non-use or mis-use. *Society etc. v. Morris Canal Co.*, 1 *Pr.* 101. *Attorney General v. Stevens*, 3 *Pr.* 300. Whether it would enjoin an appropriation of lands by a company acting ultra vires, see *State Railway Co. v. Delaware, Lock, and Western R. R. Co.*, 6 C. E. Gr. 261.

(b) Every charter granted since the passage of this section is subject to alteration, although it contains no express words so declaring. *State v. Penns.*, 3 *Pr.* 101, 100. *State v. Douglas*, 5 *Pr.* 51; and all contracts resulting from the act of incorporation and its acceptance by the stockholders, are presumed to have been made subject to this reservation. *Stony v. Jersey City First Road Co.*, 1 C. E. Gr. 13. Additional powers may from time to time be given, and acts of the corporation in pursuance of such authority are binding, unless they conflict with vested rights, or impair the obligations of contracts. *Gifford v. New Jersey R. R. Co.*, 2 *Duch.* 171. The legislature is the proper tribunal to determine when the right shall be exercised. *State v. Miller*, 1 *Pr.* 369; 2 *Pr.* 121. It can only be exercised for the benefit of the state, and not for that of one or more stockholders. *Zabriske v. Hartman*, 1 C. E. Gr. 178. The franchise may be resumed before it has been accepted and rights acquired under it. *State v. Blau*, 2 *Pr.* 202, 1 *Pr.* 412. It extends to municipal corporations. *Palmer v. The Society etc.*, 4 *Duch.* 324. *Ruler v. Local Board of Union*, 7 *Pr.* 173. *Mayor of Jersey City v. Jersey City R. R. Co.*, 5 C. E. Gr. 300. But a general statute repealing all acts contrary to its provisions will not be held to repeal a clause in a municipal charter on the same matter. *State v. Brown*, 3 *Duch.* 481. *State v. Union*, 3 *Duch.* 481. *State v. Clark*, 1 *Duch.* 64. *State v. Aldrich*, 1 *Duch.* 653. *State v. Harrison*, 4 *Pr.* 111. *State v. Trenton*, 7 *Pr.* 201. *Cross v. Harrison*, 8 C. E. Gr. 305. Unless the intention to repeal is clearly manifested by the fact that the acts are so inconsistent that they cannot stand. *Mechanics Bank v. Bridges*, 1 *Pr.* 112. *State v. The Commissioners*, 8 *Pr.* 238. *Industrial School v. Whitehead*, 2 *Bras.* 250. So, a general power given to a municipal corporation will not be held to conflict with the charter of a railroad company, unless the charter of the company is altered or repealed in express terms. *State v. Jersey City*, 5 *Duch.* 170.

capacities, jointly and severally, be liable at any time within the period of six years after paying any such dividend to the said corporation, and to the creditors thereof, in the event of its dissolution or insolvency, to the full amount of the dividend made or capital stock so divided, withdrawn, paid out, or reduced, with legal interest on the same from the time such liability accrued; *provided*, that any of the said directors who may have been absent when the same was done, or who may have dissented from the act or resolution by which the same was done, may respectively exonerate themselves from such liability, by causing their dissent to be entered at large on the minutes of the said directors, at the time the same is done, or forthwith after they shall have notice of the same, and by causing a true copy of the dissent so entered on the minutes to be published, within two weeks after the same shall have been entered on said minutes, in some public newspaper published in the county where the said corporation has its office or place of business; and if none be published in such county, then in a newspaper printed in an adjoining county, and circulating in the neighborhood of such office or place of business of said corporation; and *provided also*, that this section shall not be construed to prevent a division and distribution of the capital stock of the corporation, which shall remain after the payment of all its debts, upon the dissolution of the corporation or the expiration of its charter.

Absent or dissenting director not liable.

8. If any act shall hereafter be passed by the legislature of this state which shall by its terms enact that any person therein named or described shall be incorporated by any name and for any purpose therein stated, such corporation shall immediately be vested with and possessed of all powers in this act specified and set forth, subject to all provisions and restrictions therein contained, unless such special act incorporating the same shall otherwise in whole or in part direct to the contrary.

Incorporation by legislative act invests company with all powers.

9. Any corporation organized under any general law of the legislature now or hereafter to be passed, shall, in addition to the powers and restrictions thereon to which it may become subject or of which it shall be possessed by virtue of its organization and the act authorizing the same, be additionally, possessed of all powers and be subject to all restrictions thereon in this act contained, so far as the same are consistent with the act under which it may, as aforesaid, be organized.

And so also in cases of incorporation under general laws.

II. Formation, constitution, alteration, dissolution.

10. It shall be lawful for any three or more persons to associate themselves into a company to carry on any kind of manufacturing, mining, chemical, trading or agricultural business, the transportation of goods, merchandise or passengers upon land or water, inland navigation, the building of houses, vessels, wharves or docks, or other mechanical business, the reclamation and improvement of submerged lands, the improvement and sale of lands, the making, purchasing and selling manufactured articles, and also of acquiring and disposing of rights to make and use the same, the renting of buildings and steam or other power therewith, the cutting and digging peat, stone, marl, clay, or other like substances, and dealing in the same, manufactured or unmanufactured, or any wholesale or retail mercantile business, or any lawful business or purpose whatever, upon making and filing a certificate in writing of their organization, in manner hereinafter mentioned; *provided*, that nothing herein contained shall be construed to authorize the formation of any railroad company, turnpike company, or any other company which shall need to possess the right of taking and condemning lands, nor of any insurance company, banking company, savings bank, or other corporation intended to derive profit from the loan or use of money. (a)

Association for business purposes lawful.

P. L. 1840, p. 800.
" 1852, p. 87.
" 1853, p. 427.
" 1855, p. 700.
" 1855, p. 707.
" 1863, p. 512.
" 1860, p. 1001.

Certificate to be filed.

Formation of certain companies not authorized.

11. Such certificate, in writing, shall set forth,

Certificate.

I. The name assumed to designate such company, and to be used in its business and dealings;

Name.

II. The place or places in this state or elsewhere where the business of such company is to be conducted, and the objects for which the company shall be formed;

Place of business.

(a) A company organized under the general corporation act of the state of New York, for the purpose of doing business in this state, will not be recognized as a lawful corporation; and such persons will be held liable as partners. *Mull v. Beach*, 1 Bed. 51. See *Booth v. Wonderly*, 7 W. 250.

CORPORATIONS.

180

Capital stock.
P. L. 1849, p. 200.
Amended.

Stockholders.

When corporations
begin to com-
mence and
terminate.
Certificates to be
acknowledged
and recorded.
Ib.

Certificate and
certified copy,
evidence.

Upon making
and recording
certificates, per-
sons associating
incorporated.
Ib.

Companies to
have powers, and
be subject to li-
abilities in this act.

Company may
carry on part of
business and
hold real estate
out of the state.

P. L. 1863, p. 234.

Directors and
officers.

P. L. 1849, p. 300.
Amended.

Election of direc-
tors and presi-
dent.
Ib.

Amended.

Secretary and
treasurer.
Ib.

III. The total amount of the capital stock of such company, which shall not be less than two thousand dollars, the amount with which they will commence business, which shall not be less than one thousand dollars, and the number of shares into which the same is divided, and the par value of each share;

IV. The names and residences of the stockholders, and the number of shares held by each;

V. The periods at which such company shall commence and terminate, not exceeding fifty years; which certificate shall be proved or acknowledged, and recorded as required of deeds of real estate, in a book to be kept for that purpose in the office of the clerk of the county where the principal office or place of business of such company in this state shall be established, and, after being so recorded, shall be filed in the office of the secretary of state; the certificate may contain any limitation upon the powers of the corporation, the directors, and the stockholders that the parties signing the same desire; *provided*, such limitation does not attempt to exempt the corporation, the directors, or the stockholders, from the performance of any duty imposed by law. (See Sec. 109).

12. The said certificate, or a copy thereof, duly certified by said clerk or secretary, shall be evidence in all courts and places.

13. Upon making said certificate, and causing the same to be recorded and filed as aforesaid, the said persons so associating, their successors and assigns, shall be, from the time of commencement fixed in said certificate, and until the time limited therein for the termination thereof, incorporated into a company, by the name mentioned in said certificate; *provided*, that the legislature may at pleasure dissolve any company created by virtue of this act.

14. All companies that may be hereafter established within this state, under the provisions hereinabove contained, or under any law of this state, and also the officers of every such company, and the stockholders therein, may exercise the powers, and shall be governed by the provisions, and be subject to the liabilities hereinbefore and hereinafter provided.

15. Any company organized as aforesaid, may carry on a part of its business out of this state, and have one or more offices and places of business out of this state, and may hold, purchase, and convey real and personal property out of this state the same as if such real and personal property were situate in the state of New Jersey; *provided*, that the certificate of the organization of such company shall state what portion of its business is to be carried on out of this state, and in what place or places it is to be so carried on; and shall also state the name of the town, or city, and county, in which the principal part of the business of said company within this state is to be transacted, and such town or city and county within this state shall be deemed the town, place and county in which the operations and business of the company are to be carried on, and its principal place of business in this state within the provisions of this act.

16. The business of every such company, shall be managed and conducted by the directors thereof, who shall respectively be shareholders therein, and such other officers, agents, and factors as the company shall think proper to authorize for that purpose; and every such company shall have a secretary and treasurer.

17. The directors shall not be less than three in number, and they shall be chosen annually by the stockholders at such time and place as shall be provided by the by-laws of the company, and shall hold their offices for one year and until others are chosen and qualified in their stead; and one of the directors shall be chosen president, either by the directors or by the stockholders, as shall be directed by the by-laws.

18. The secretary and treasurer shall also be chosen annually, either by the directors or the stockholders, as the by-laws may direct, and shall hold their offices until others are chosen and qualified in their stead; the secretary shall be sworn to the faithful discharge of his duty, and shall record all the votes of the company and directors in a book to be kept for that purpose, and perform such other duties as shall be assigned to him; and the treasurer shall give bond in such sum, and with such sureties, as shall be required by the by-laws, for the faithful discharge of his duty.

19. All other officers, agents and factors of the company shall be chosen in such manner, and hold their offices for such terms, as shall be directed by the by-laws. Other officers.

20. When any vacancy occurs among the directors or secretary or treasurer by death, resignation, removal or otherwise, it shall be filled for the remainder of the year in such manner as may be provided for by the by-laws of the said company. Vacancies filled according to by-laws.

21. At all meetings of the company absent stockholders may vote by proxy, authorized in writing; and every company may determine, by its by-laws, the manner of calling and conducting all meetings, what number of shares shall entitle the stockholders to one or more votes, what number of stockholders shall attend, either in person or by proxy, or what number of shares or amount of interest shall be represented at any meeting, in order to constitute a quorum; and if the quorum shall not be so determined by the company, a majority of the stockholders in interest, represented either in person or by proxy, shall constitute a quorum. Proxies allowed. By-laws to regulate elections. P. L. 1840, p. 300.

22. The first meeting of every such company shall be called by a notice, signed by a majority of the persons named in the before mentioned certificate, and designating the time, place and purposes of the meeting, and such notice shall, two weeks at least before the time of such meeting, be published in some newspaper of the county where the corporation may be established, or if there be no newspaper in the county then in a newspaper of an adjoining county, or said first meeting may be called without such notice or publication if two days' notice be personally served on all the parties named in the certificate, or if all the parties named in the certificate waive such notice and fix a time of meeting, then no notice or publication whatever shall be required of such first meeting. Meetings how called. 2b. Amended.

23. Every stockholder shall have a certificate, signed by the treasurer, certifying the number of shares owned by said stockholder in such company. Certificate of stock. 1b.

24. Every such company may, at any meeting called for that purpose, increase its capital stock and the number of shares therein, until it shall reach the amount named in the original certificate; and in case more capital is necessary an additional certificate shall be filed, under the hands and seals of two-thirds in interest of the stockholders, or their legal representatives, stating the amount of such additional capital required, which shall be proved or acknowledged and recorded in the manner heretofore provided for in this act; *provided*, that for all stock issued under such supplemental certificates such company, its directors and stockholders, shall be entitled to all the benefits and subject to all the liabilities contained in this act. Stock may be increased, and how.

25. Any such company shall have power to create and issue certificates for two kinds of stock, namely, general stock and preferred stock; which preferred stock shall at no time exceed two-thirds the actual capital paid in, and shall be subject to redemption, at par, at a fixed time, to be expressed in the certificates therefor; and the holders of such preferred stock shall be entitled to receive, and the said company shall be bound to pay thereon, a fixed half-yearly sum or dividend, to be expressed in the said certificate, not exceeding four per centum, before any dividend shall be set apart or paid on the said general stock; and in no event shall the holder of such preferred stock be individually or personally liable for the debts or other liabilities of said company; but in case of insolvency such debts or other liability shall be paid in preference to such preferred stock; *provided always*, that no such company shall create or issue certificates for such preferred stock, except by authority given to the board of directors thereof, by a vote of at least two-thirds of the stock voted at a meeting of the general stockholders duly called for that purpose. Power to issue general and preferred stock. P. L. 1860, p. 803.

26. The shares of stock in every corporation of this state shall be deemed personal property, and shall be transferable on the books of such company in such manner as the by-laws may provide; and whenever any transfer of shares shall be made for collateral security, and not absolutely, the same shall be so expressed in the entry of said transfer. Transfer of stock. P. L. 1840, p. 300.

27. The directors of every such company may, from time to time, assess upon each share of general stock such sums of money as two-thirds of the

(a) See *ante*, § 1, note(c).

stockholders in interest shall direct, not exceeding, in the whole, the amount at which each share shall be originally limited under the third article of the eleventh section of this act; and such sums so assessed shall be paid to the treasurer at such times and by such instalments as the directors shall direct, said directors having given thirty days' notice of the time and place of such payment in a newspaper circulating in the county where such company is established.

Penalty for non-payment of assessments.
Ib.

28. If the owner or owners of any such share or shares shall neglect to pay any sum or sums, duly assessed thereon, for the space of thirty days after the time appointed for the payment thereof, the treasurer of the company may sell, at public auction, such number of the shares of such delinquent owner or owners as will pay all assessments then due from him or them, with interest, and all necessary incidental charges; *provided*, two-thirds of the stockholders in interest shall so direct.

Proceedings for sale of shares.
Ib.

29. The treasurer shall give notice of the time and place appointed for such sale, and of the sum due on each share, by advertising the same three weeks successively, before the sale, in some newspaper circulating in the county where such company is established, and by mailing a notice to such delinquent stockholder, if he has his post office address, and shall transfer such shares to the purchaser, who shall be entitled to a certificate therefor.

Certificate of payment of capital stock.
Ib.

30. The president and directors, with the secretary and treasurer of such company, after the payment of the last instalment of the capital stock so fixed and limited by the company, shall make a certificate, stating the amount of the capital so fixed and paid in in cash; which certificate shall be signed and sworn or affirmed to by the president, secretary and treasurer, and a majority of the directors; and they shall, within thirty days after making the same, cause the same to be recorded in a book to be kept for that purpose in the office of the clerk of the county wherein the business is conducted, or where their principal place of business or office is located.

To be recorded.

Certificates of increase of stock.
Ib.

31. If any of the said companies shall increase their capital stock, as before provided in this act, the officers mentioned in the preceding section, after the payment of the last instalment of such additional stock, shall make a certificate of the amount so added and paid in cash, and sign and swear or affirm to the same, and cause it to be recorded in the manner provided in the preceding section.

Penalty for not making certificates.
Ib.

32. If any of said officers shall neglect or refuse to perform the duties required of them in the two preceding sections, for thirty days after written request so to do by a creditor or stockholder of said company, they shall be jointly and severally liable for all debts of the company contracted before such certificate shall be recorded as aforesaid. (a)

Company may reduce stock and change nature of business.
Ib.

Amended.

33. Every such company except where otherwise provided in the certificate of incorporation, may, by a vote of two-thirds in interest of the stockholders, or their legal representatives, and in all cases by unanimous consent of the stockholders at any meeting called for that purpose, reduce its capital stock or change the nature of its business; and in such case a certificate of the proceedings, signed and acknowledged as aforesaid, shall, within thirty days after the passing thereof, be recorded in the said book in the clerk's office for the county wherein the business is conducted, or where their principal place of business or office is located, and published for three weeks in a newspaper circulating in said county; and in default thereof, the directors of the company shall be jointly and severally liable for all debts of the company, contracted after said thirty days, and before the publication and recording of the copy of the vote as aforesaid; and the stockholders shall also be liable for any such sums as they may respectively receive of the amount so withdrawn.

How companies may be dissolved.

P. L. 1870, p. 2.

34. Whenever, in the judgment of the board of directors of any corporation organized under this act, or incorporated under any law of this state, it shall be deemed advisable and most for the benefit of such corporation, that the same should be dissolved before the expiration of the time limited in its certificate of incorporation or in its charter, it shall

(a) Where the officers certified that the capital stock had been paid into the treasury in cash, when in fact it was paid in property of an uncertain value, the officers were held

liable for the debts of the company. *Waters v. Quinby*, 3 Dutch. 108, 226; 4 Dutch. 532.

and may be lawful for such board of directors, within ten days after the adoption of a resolution to that effect by a majority of the whole board at any meeting called for that purpose, and of which meeting every director shall have received at least three days' notice, to cause written or printed notice of the adoption of such resolution to be mailed to each and every stockholder of such company residing in the United States, and also within said ten days cause a like notice to be published in one or more newspapers published and circulating in the county wherein such corporation shall have their principal office, and be conducting their business, at least four weeks successively, once a week, next proceeding the time appointed for the same, of a meeting of such stockholders to be held at the office of such company in such county, to take action upon such resolution so adopted by the board of directors, and which meeting shall be held between the hours of ten o'clock in the forenoon and three o'clock in the afternoon of the day so named, and which meeting may on the day so appointed, by consent of a majority in interest of the stockholders present, be adjourned from time to time for not less than eight days at any one time, of which adjourned meeting notice by advertisement in such paper shall be given; and if at any such meeting two-thirds in interest of all the stockholders shall consent that such dissolution shall take place, and signify such their consent in writing, then, and in such case, such company shall, upon filing such consent, duly attested by their secretary, in the office of the secretary of state, and receiving from him a certificate that such consent has been filed, be dissolved; and the board of directors of such company shall cause such certificate to be published four weeks successively, at least once in each week, in one or more of the newspapers published and circulating in the county in which such company has been located and conducting its business; and at the expiration of such time the said board shall proceed to settle up and adjust the business and affairs of such company in the same manner as though the same had been dissolved by the expiration of the time mentioned in their charter or certificate of incorporation; *provided*, that the secretary of state shall not issue the certificate of dissolution hereinbefore mentioned until satisfied by due proof that the requirements aforesaid have been fully complied with by such corporation.

35. The provisions contained in this act may be amended or repealed, at the pleasure of the legislature, and every company created by this act shall be bound by such amendment; but such amendment or repeal shall not take away or impair any remedy against any such corporation or its officers for any liability which shall have been previously incurred.

This act alterable.

Effect of legislative action.

III. Election of officers.

36. The book or books of any incorporated company in this state in which the transfer of stock in any such company shall be registered, and the books containing the names of the stockholders in any such company shall at all times during the usual hours of transacting business, be open to the examination of every stockholder of such company for thirty days previous to any election of directors; and that it shall be the duty of the secretary, clerk, treasurer, or other officer of each and every incorporated stock company who shall have charge of the transfer books of said company to prepare and make out, at least ten days before every election of said company, a full, true and complete list of all the stockholders of said company entitled to vote at the ensuing election, with the number of shares held by each, which list shall be made and arranged in alphabetical order, and shall at all times during the usual hours for business be open to the examination of any stockholder of such company; and if any officer having charge of such books or list shall, upon demand by any stockholder, as aforesaid, refuse or neglect to exhibit such books or list, or submit them to examination, as aforesaid, he shall for every such offence forfeit the sum of two hundred dollars, the one-half thereof to the use of the state of New Jersey, and the other moiety to him who will sue for the same, to be recovered by action of debt in any court of record, together with costs of suit; and further, that the book or books aforesaid, shall be the only evidence who are the stockholders entitled to examine such book

Books of stock to be open for thirty days previous to election of directors.

R. S. 129.

List of stockholders entitled to vote.

Penalty for refusing to exhibit.

The books exclusive evidence who are stockholders.

hereinafter provided for the purchase of property; and no loan of money shall be made to a stockholder or officer therein; and if any such loan shall be made to a stockholder or officer of the company, the officers who shall make it, or who shall assent thereto, shall be jointly and severally liable, to the extent of such loan and interest, for all the debts of the company contracted before the repayment of the sum so loaned.

Payment of capital to be in money, and no loans to stockholders.
P. L. 1843, p. 300.
Amended.

55. The directors of any company incorporated under this act may purchase mines, manufactories, or other property necessary for their business, and issue stock to the amount of the value thereof in payment therefor; and the stock so issued shall be declared and taken to be full paid stock, and not liable to any further call, neither shall the holder thereof be liable for any further payments under any of the provisions of this act, and said stock shall have legibly stamped upon the face thereof the words "issued for property purchased;" in all statements and reports of the company to be published, this stock shall not be stated or reported as being issued for cash paid into the company, but shall be reported in this respect according to the fact.

Stock may be issued for property purchased.

56. If any certificate made, or any public notice given by the officers of any company, in pursuance of the provisions of this act, shall be false in any material representation, all the officers who shall have signed the same shall be jointly and severally liable for all the debts of the company contracted while they were stockholders or officers thereof.

False certificate and penalty.

P. L. 1849, p. 300.

V. Remedies.

1. AGAINST THE CORPORATION.

57. Upon the dissolution in any manner of any corporation already created or which may hereafter be created by or under any law of this state, the president and directors, or the managers of the affairs of the said corporation at the time of its dissolution, by whatever name they may be known in law, shall be trustees of such corporation, with full power to settle the affairs, collect the outstanding debts, and divide the moneys and other property among the stockholders, after paying the debts due and owing by such corporation, at the time of its dissolution, as far as such moneys and property shall enable them.

Directors to be trustees on dissolution.

R. S. 247.

58. The persons constituted trustees as aforesaid, shall have authority to sue for and recover the aforesaid debts and property, by the name of the trustees of such corporation, describing it by its corporate name, and shall be suable by the same name, or in their own names or individual capacities, for the debts owing by such corporation at the time of its dissolution, and shall be jointly and severally responsible for such debts, to the amount of the moneys and property of such corporation at the time of its dissolution, and which shall come to their hands or possession.

Powers and liabilities of such trustees.
Ib.

59. All such corporations whether they expire by their own limitation, or shall be annulled by the legislature or otherwise dissolved, shall nevertheless be continued bodies corporate for the purpose of prosecuting and defending suits by or against them, and of enabling them gradually to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock, but not for the purpose of continuing the business for which such corporation may be established.

Continuance of corporate existence for settling up business.

P. L. 1842, p. 300.

60. When any corporation shall be dissolved in any manner whatever, the chancellor, on application of any creditor or stockholder of such corporation at any time, may either continue such directors trustees as aforesaid, or appoint one or more persons to be receivers of and for such corporation, to take charge of the estate and effects thereof, and to collect the debts and property due and belonging to the company, with power to prosecute and defend, in the name of the corporation or otherwise, all such suits as may be necessary or proper for the purposes aforesaid, and to appoint an agent or agents under them, and to do all other acts which might be done by such corporation, if in being, that may be necessary for the final settlement of the unfinished business of the corporation; and the powers of such trustees or receivers may be continued as long as the chancellor shall think necessary for the purposes aforesaid.

Appointment of receiver to wind up the company on petition.
Ib.

An act for the relief of corporations organized under general laws.

Approved March 21, 1873. P. L. 1873, p. 45.

109. SEC. 1. That whenever the original certificate of incorporation, filed by any association under any general act for the formation of incorporated companies, is or shall be defective by reason of the omission of any matter required by law to be therein stated, or by reason of defective proof or acknowledgment, or by reason of the same not having been filed in all the offices required by law, the incorporators or directors of such association are hereby authorized to make and file an amended certificate in conformity with the law under which such association was or shall have been organized, and upon such filing and upon due recording of such amended certificate, if required by law, said association shall be deemed and taken to be, and to have been a corporation from the time of filing such original certificate. Amended certificate of incorporation may be filed.

110. SEC. 2. That nothing herein shall affect any suit or proceeding, at the time of filing such amended certificate, pending against said corporation, or impair any rights of action accrued against the stockholders, incorporators or directors. Pending suits or rights of action not to be affected.

Counties.

1. Bounds of Bergen county.
2. Bounds of Essex county.
3. Bounds of Somerset county.
4. Bounds of Middlesex county.
5. Bounds of Monmouth county.
6. Bounds of Burlington county.
7. Bounds of Gloucester county.
8. Bounds of Salem county.
9. Bounds of Cape May county.
10. Eastern bounds of Essex county.
11. Eastern bounds of Middlesex county.
12. Northern bounds of Monmouth county.
13. Northern and southern bounds of Salem county.
14. Northern and southern bounds of Cumberland county.
15. Partition line between Cumberland and Cape May.
16. Hunterdon county first formed.
17. Morris county formed.
18. Division line between Somerset and Morris.
19. Boundary line between Somerset and Middlesex.
20. Line of Middlesex and Monmouth.
21. Repeal of former act as far as altered.
22. Annexation of part of Essex to Somerset.
23. Alteration of line between Somerset and Middlesex.
24. Land north of line annexed to Somerset, south of line, to Middlesex.
25. Division line between Middlesex and Somerset.
26. Boundary line between Somerset and Middlesex.
27. Rights and liabilities of inhabitants set over, etc.
28. Cumberland county erected; bounds thereof.
29. Divided into six precincts and bounds of each.
30. Boundary line between Salem and Cumberland.
31. Boundary lines of Salem, Cumberland and Cape May.
32. Sussex county erected; bounds thereof.
33. Warren county erected; bounds thereof.
34. Powers and privileges of county of Warren.
35. Passaic county erected; bounds thereof.
36. Atlantic county erected; bounds thereof.
37. Powers and privileges of counties of Passaic and Atlantic.
38. Mercer county erected; bounds thereof.
39. Powers, etc., of Mercer county.
40. Part of Somerset county attached to Mercer.
41. Part of Hunterdon county attached to Mercer.
42. Hudson county erected; bounds thereof.
43. Powers, etc., of Hudson county.
44. Camden county erected; bounds.
45. Ocean county erected; bounds.
46. Powers, etc., of Ocean county.
47. Division of county of Ocean into six townships.
48. Chosen freeholders a body politic, name and powers.
49. Location of county buildings in Ocean county.
50. Part of township of Howell annexed to Dover.
51. Partition line between Ocean, Burlington and Monmouth counties.
52. When act fixing said line to take effect.
53. Boundaries of Middlesex county.
54. Union county erected; bounds.
55. Part of Woodbridge township, Middlesex county, annexed to Union.
56. To form part of Rahway township, Union county.
57. Change in bounds of Union county.
58. Boundary lines changed between counties of Middlesex and Union.
59. Territory annexed.
60. Northern bounds of Monmouth county.
61. Part of Camden county set off to Gloucester.
62. Boards of freeholders of counties of Bergen and Hudson may survey and perpetuate line between counties.
63. In making survey certain lines to be the line as near as same can be ascertained.
64. Monuments to be erected on line established.
65. Surveys to be made under direction of a joint committee of boards.
66. If map and survey rejected to be filed in Secretary of State's office.
67. The board of freeholders may apply to Supreme Court to appoint commissioners for ascertaining partition between counties.
68. Commissioners to take oath.
69. To give thirty days notice of meeting.
70. To survey and ascertain line of partition; survey to be recorded in Secretary of State's office.
71. Line so surveyed to be boundary line.
72. Expense to be paid equally by counties.
73. Commissioners to settle township lines to be appointed by court of common pleas.
74. To take oath of office and give notice of their meeting.
75. To survey and ascertain line of partition; survey to be recorded in Secretary of State's office.
76. To be line between townships.

13. SEC. 10. That every such company may make and issue bonds, with or without coupons attached, bearing interest not exceeding seven per centum per annum, to borrow money or to secure any indebtedness created by them, and sell, exchange or otherwise dispose of the same, upon such terms and conditions as they may deem advisable, and such bonds, and the interest thereon, may be secured by a mortgage or mortgages, given or executed to a trustee or trustees for the use of the bondholders, upon the corporate franchises, real and personal estate, and all other property of such companies, or any part thereof; *provided*, they shall not issue bonds for a greater sum than twice the amount of their capital stock paid in.

May issue and dispose of bonds.

Proviso.

14. SEC. 11. That all companies whose dams and works shall be constructed under the provisions of this act, and of the act to which this is a supplement, shall have the right to connect their said dams and works with any dams and works on the same rivers or streams, within this state or between this and any other state, upon such terms as may be agreed upon by those who have the management of such dams and works, and in case of a failure of agreement on the part of those having the management of such dams and works within this state, then, and in that case, either of said parties may apply to one of the justices of the supreme court of this state, within the jurisdiction in which said connection is proposed to be made, whose duty it shall be to appoint three disinterested citizens as herein provided for the condemnation of land, who shall determine and fix said terms, and proceed in all respects the same as when condemning land, as provided in the fifth and sixth sections of this act, including the right of appeal by either party to the next circuit court in the county wherein the said dams and works may be.

Companies may connect dams and works with any dams and works on the same rivers or streams.

15. SEC. 12. That it shall be lawful for any company incorporated under this act, and the act to which this is a supplement, at any time during the continuance of its charter to lease its dams and works, or any part thereof, to any other corporation or corporations, of this or any other state, or to unite and consolidate as well as merge its stock, property, franchises, dams and works with those of any other company or companies, of this or any other state, or to do both; and such other company and companies are hereby authorized to take such lease, or to unite, consolidate as well as merge its stock, property, franchises, dams and works with said company, or to do both, and after such lease or consolidation the company or companies so acquiring said stock, property, franchises, dams and works may use and operate such dams and works and their own dams and works, or all or any of them, according to the provisions and restrictions contained in this act, notwithstanding any special privilege heretofore granted to another corporation.

May lease works to other corporations.

r/c
L.C.

16. SEC. 13. That nothing in this act contained shall be construed to authorize any corporation organized under this act, or the act to which this is a supplement, to take, condemn, obstruct, endanger, or in any wise interfere, directly or indirectly, with the franchises, rights, works and structures of any canal or railroad corporation, without the written consent of such corporation, nor to authorize the leasing, consolidating, or otherwise uniting the dams and works hereby authorized with the works and franchises of any railroad company in this or any other state, and that this act shall take effect immediately.

Franchises, rights, works and structures of any canal or railroad not to be interfered with without consent.

Supplement.

Approved April 21, 1876. P. L. 1876, p. 237.

17. SEC. 1. That it shall not be necessary hereafter for more than a majority of the directors of any plank road company heretofore or hereafter organized under the act to which this is a supplement, or under any other act, or in pursuance of any special charter, to be residents of this state.

Not more than a majority of directors of plank road co's to be residents of state.

Supplement.

Approved April 21, 1876. P. L. 1876, p. 325.

18. SEC. 1. That it shall be lawful for any corporation heretofore or hereafter created under or by virtue of any law of this state at any time before the expiration of its charter, or of the period named in its

Charter may be extended to a term not exceeding fifty years.

certificate of organization, to file in the office of the secretary of state a certificate under its common seal, attested by the signature of its presiding officer, declaring its desire that the period of its existence as such corporation shall be extended for any time therein mentioned, not exceeding fifty years.

Certificate to be
filed with secre-
tary of state.

19. Sec. 2. That upon making and filing such certificate, the period of the existence of such corporation shall be extended as declared in such certificate as fully as if the said period had been named in the original charter or certificate of organization of such corporation.

How construed.

20. Sec. 3. That nothing herein contained shall be construed to interfere with the right of the state of New Jersey reserved by any law now or hereafter existing to acquire the property and franchises of any such corporation, or at any time to abolish or repeal, alter or amend the charter of the same, nor shall this act be construed to continue any irrevocable or other contract with the state contained in any charter beyond the time originally fixed for its expiration.

Supplement.

P. L. 1877, p. 19.

Approved February 21, 1877.

Residence of
directors of water
companies.

21. Sec. 1. That it shall not be necessary for any of the directors of any water company heretofore, or which may be hereafter, organized under the act to which this is a further supplement, or any other act, general or special, or in pursuance of any special charter, to reside in any specified township or city in this state, although it may be so required by any such act or special charter; neither shall it be necessary to limit the number of directors of any such company so organized or which may be so organized, under any of such acts or under any such special charter, to the number named therein or in any of them; *provided*, that the directors of any such company shall not be less than three in number.

Number of di-
rectors.

Proviso.

Supplement.

P. L. 1877, p. 20.

Approved February 21, 1877.

Corporations de-
siring dissolution
to file list of di-
rectors, &c., with
secretary of state.

22. Sec. 1. That section thirty-four of the act to which this is a supplement, and which now reads as follows: (*Vide ante*, p. 182), be and the same is hereby amended so that the board of directors of any corporation desiring a dissolution thereof as therein provided, shall in addition to the other acts and things therein required to be done, file with the secretary of state a list of the names and residences of the then existing board of directors with its officers, which list shall have been duly verified by the secretary or president of said board, and the secretary of state shall not issue the certificate of dissolution therein mentioned until such list shall have been filed as aforesaid.

Supplement.

P. L. 1877, p. 22.

Approved February 21, 1877.

Change of name
how effected.

23. Sec. 1. That it shall be lawful for any corporation existing under and by virtue of the laws of this state, whether created by special charter or otherwise, to change its corporate name by a two-thirds vote of the board of directors or managers of such corporation, who shall be present at a regular or special meeting called for that purpose; *provided*, that the corporation cause to be made and filed a certificate in writing, in manner hereinafter mentioned; such certificate in writing shall set forth:

What certificate
of change shall
state.

I. The name of such corporation in use immediately preceding the vote, and making and filing the said certificate.

II. The name assumed to designate such corporation and to be used in its business and dealings in the place and stead of that referred to in the last preceding paragraph, and which said certificate shall be signed by the board of directors, or a majority of said board, and filed, in pursuance of the act to which this is a supplement, in the office of the clerk of the county where the principal office or place of business of such corporation in this state shall be established; and after being so recorded shall be filed in the office of the secretary of state; and to which certificate shall be affixed the official seal of said board and the affidavit of the secretary or acting secretary of such corporation, that the said certificate is made by

Exhibit 5

W-2919

CERTIFICATE OF AMENDMENT

-of-

CERTIFICATE OF INCORPORATION

-of-

ELMICHARD PEO. & LANE

DATED: 1939.



LAW OFFICES

Robert Carey, Jr.
Raymond Commerce Bldg.
Newark, N. J.

Recorded in book _____
Page _____ of Corporation

FILED AND RECORDED
DEC 30 1939

Thomas Amadio
SECRETARY OF STATE

9

Certificate of Amendment
-of-
Certificate of Incorporation
-of-
BLANCHARD BRO. & LANE

The location of the principal office in this State is at No. 410 Frelinghuysen Avenue, in the City of Newark, County of Essex.

The name of the agent therein and in charge thereof upon whom process against this corporation may be served, is Charles C. Gunterberg.

RESOLUTION OF DIRECTORS

The Board of Directors of BLANCHARD BRO. & LANE, a corporation of New Jersey, on this 27th day of December, 1939, do hereby resolve and declare that it is advisable that the Certificate of Incorporation of Blanchard Bro. & Lane be amended in the following respect, that is to say: Article Fourth shall hereafter read as follows:

FOURTH

The total authorized capital stock of this corporation shall be Fifteen Thousand (15,000) shares of common stock, which shall be issued without nominal or par value, and 6,000 shares of preferred stock of the par value of \$25.00 per share.

Holders of preferred stock shall be entitled to receive, when and as declared, from surplus or net profits of the corporation, yearly dividends at the rate of 8% per annum, payable quarterly on dates to be fixed by resolutions of the Board of Directors, which dividends shall be cumulative. Such dividends and the accumulations thereupon shall have priority and preference over any payments of dividends on the common stock of the corporation.

After all arrearages have been paid on preferred stock, and after the corporation has paid a dividend of \$1.50 per share on each of the 7240 shares of common stock of the corporation heretofore issued, the entire remaining net profits or surplus available for dividends during any particular year, as declared by the directors, shall be distributed

equally between all of the capital stock of the corporation, both preferred and common, (including such common stock as may have become Treasury stock, and such preferred stock as may have been called in, retired, or acquired as Treasury stock), until the total dividend exclusive of arrearages, which shall have been paid on any share of preferred stock, shall amount to \$5.00. Any remaining profits or surplus available for further distribution as dividends shall be distributed to the holders of the common stock only.

In case of liquidation or dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full, both the par value of their shares and the dividends accumulated thereupon at the rate of 6% per annum before any amount shall be paid to the holders of common stock.

All or any portion of the preferred stock issued under authority of this section, shall be callable by the directors for retirement at any time at a price of \$27.50 per share, and shall be retired in such manner as the directors may, by resolution, provide.

If at any time the net working capital of the corporation has been reduced to an amount which is less than twice the total value of preferred stock then outstanding, taken at its par value, then and in that event the preferred stockholders shall be entitled to have a meeting of stockholders called, at which meeting said preferred stockholders as a class shall be entitled to nominate, vote for and elect a majority of the Board of Directors of the corporation.

and do hereby call a meeting of the stockholders, to be held at the company's office, in the City of Newark, on the 28th day of December, 1929, at 10:00 A. M., to take action upon the above resolution.


CERTIFICATE OF CHANGE

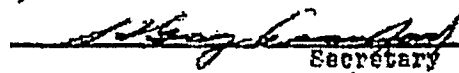
Blanchard Bro. & Lane, a corporation of New Jersey, doth hereby certify that it has amended the Certificate of Incorporation, said amendment having been declared by resolution of the board of directors of said corporation (above recited) to be advisable, and having been duly and regularly assented to by the vote of two-thirds in interest of each

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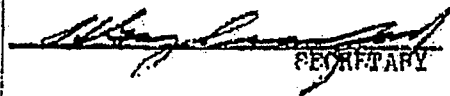
class of stockholders having voting powers, at a meeting duly called by the board of directors for that purpose.

IN WITNESS WHEREOF, said corporation has made this certificate under its seal and the hands of its president and secretary, the 28th day of December, 1979.


President


Secretary

ATTEST:


SECRETARY

STATE OF NEW JERSEY)
COUNTY OF ESSEX) SS:

BE IT REMEMBERED, that on this 17th day of December 1929, before me, the subscriber, a Notary Public of New Jersey, personally appeared H. Gay Crawford, Secretary of Blanchard Bro. & Lane, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation, the same being well known to him; that it was affixed by order of said corporation; that Joseph H. Gay is President of said corporation; that he saw said Joseph H. Gay as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said H. Gay Crawford signed his name thereto at the same time as subscribing witness.

Subscribed and sworn to before me the day and year aforesaid.

Michael J. Rowland
Notary Public of N.J.

